

HONEYWELL INTERNATIONAL INC  
 Form 4  
 November 13, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**COTE DAVID M**

2. Issuer Name and Ticker or Trading Symbol  
**HONEYWELL INTERNATIONAL INC [HON]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**101 COLUMBIA ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/11/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

**MORRIS TOWNSHIP, NJ 07962**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/11/2014		M	V A	600,000 \$ 36.51	903,797.4 <sup>(1)</sup> D	
Common Stock	11/11/2014		F <sup>(2)</sup>	D	416,166 \$ 97.17	487,631.4 D	
Common Stock						388,833.6 <sup>(1)</sup> I	Held in a grantor retained annuity trust
Common Stock						23,174.308 I	Held in 401(k)

Common Stock		76,802	I	plan Held in trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Options	\$ 36.51	11/11/2014		M	600,000	(3)	02/01/2015(4)	Common Stock	600,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTE DAVID M 101 COLUMBIA ROAD MORRIS TOWNSHIP, NJ 07962	X		Chairman & CEO	

## Signatures

/s/ Jeffrey Neuman for David M. Cote  
11/13/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects a contribution of shares of common stock to a grantor retained annuity trust in November 2013 and an annuity payment from that trust to Mr. Cote in November 2014, each of which was exempt from reporting pursuant to Rule 16a-13.
- (2) On November 11, 2014, Mr. Cote exercised 600,000 Employee Stock Options and, under the net settlement provisions of the stock option, 416,166 shares of common stock were withheld in payment of the exercise price and related taxes. Following the exercise, Mr. Cote remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under

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the Guidelines to hold the net gain shares (net of shares withheld to cover the exercise price and taxes) for at least one year.

- (3) The Employee Stock Options were granted under the Company's 2003 Stock Incentive Plan with 240,000 vesting on 1/1/06 and 180,000 vesting each on 1/1/07 and 1/1/08.
- (4) These stock options, if not exercised, would have expired within three months.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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