HONEYWELL INTERNATIONAL INC

Form 4

August 25, 2014

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

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

Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

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may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

HONEYWELL INTERNATIONAL

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

4. If Amendment, Date Original

(Instr. 8)

_X__ Director 10% Owner

(Month/Day/Year) 08/22/2014

INC [HON]

X_ Officer (give title Other (specify

101 COLUMBIA ROAD

Chairman & CEO 6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

below)

Issuer

MORRISTOWN, NJ 07960

Person

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(Street)

(State)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Securities Code Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Sec (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Employee Stock Options	\$ 28.35	08/22/2014		<u>J(1)</u>		282,359	(2)	02/23/2019	Common Stock	2
Employee Stock Options	\$ 28.35	08/22/2014		<u>J(1)</u>	282,359		(2)	02/23/2019	Common Stock	2
Employee Stock Options	\$ 40.17	08/22/2014		<u>J(1)</u>		950,000	<u>(5)</u>	02/25/2020	Common Stock	9
Employee Stock Options	\$ 40.17	08/22/2014		<u>J(1)</u>	950,000		(5)	02/25/2020	Common Stock	9

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Hume / Hudress	Director	10% Owner	Officer	Other			
COTE DAVID M 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	X		Chairman & CEO				

Signatures

/s/ Jeffrey Neuman for David M. Cote

08/25/2014

**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) Represents a transfer by Mr. Cote of vested stock options to a trust for the benefit of certain of his family members in connection with Mr. Cote's long-term strategy for estate planning.
- (2) The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vested in four equal annual installments, with the first installment vesting on 2/24/2010.
- (3) In connection with the transfer of these vested stock options to a trust for the benefit of certain of Mr. Cote's family members, such trust executed a note payable to Mr. Cote based on the appraised value of such stock options.
- (4) These Employee Stock Options are held by a trust for the benefit of certain of Mr. Cote's family members, and of which Mr. Cote serves as an investment advisor. Mr. Cote disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (5) The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vested in four equal annual installments, with the first installment vesting on 2/26/2011.
- (6) In connection with the transfer of these vested stock options to a trust for the benefit of certain of Mr. Cote's family members, such trust executed a note payable to Mr. Cote based on the appraised value of such stock options.

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(7) These Employee Stock Options are held by a trust for the benefit of certain of Mr. Cote's family members, and of which Mr. Cote serves as investment advisor. Mr. Cote disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.