

HONEYWELL INTERNATIONAL INC

Form 3

July 28, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Waldron John F.

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/22/2016

3. Issuer Name and Ticker or Trading Symbol

HONEYWELL INTERNATIONAL INC [HON]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

President and CEO, SPS

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

115 TABOR ROAD

(Street)

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

0

D

A

Common Stock

634

I

Held in 401(k) plan

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	Â (1)	02/26/2023	Common Stock	3,750	\$ 69.77	D	Â
Employee Stock Options (right to buy)	Â (2)	02/26/2024	Common Stock	20,000	\$ 93.97	D	Â
Employee Stock Options (right to buy)	Â (3)	02/25/2025	Common Stock	30,000	\$ 103.9	D	Â
Employee Stock Options (right to b	Â (4)	02/24/2026	Common Stock	32,000	\$ 103.65	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	2,680	\$ (6)	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	3,340	\$ (6)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	15,000	\$ (6)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	5,000	\$ (6)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	8,000	\$ (6)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	5,340	\$ (6)	D	Â
Supplemental Savings Plan Interests	Â (12)	Â (12)	Common Stock	100	\$ (12)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waldron John F. 115 TABOR ROAD MORRIS PLAINS,Â NJÂ 07950	Â	Â	Â President and CEO, SPS	Â

## Signatures

Jeffrey N. Neuman for John F.  
Waldron

07/28/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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- (1) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with all options vesting on February 27, 2017.
- (2) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 10,000 options fully vested and 5,000 options vesting on each of February 27, 2017 and February 27, 2018.
- (3) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 7,500 options fully vested with 7,500 options that will vest on each of February 26, 2017, February 26, 2018 and February 26, 2019.
- (4) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 8,000 options vesting on each of February 25, 2017, February 25, 2018, February 25, 2019 and February 25, 2020.
- (5) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 1,320 units fully vested with 1,320 units vesting on July 29, 2016 and 1,360 units vesting on July 29, 2018.
- (6) Instrument converts to common stock on a one-for-one basis.
- (7) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on February 27, 2017.
- (8) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 4,950 units vesting on each of February 27, 2017 and February 27, 2019 and 5,100 units vesting on February 27, 2021.
- (9) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on February 26, 2018.
- (10) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 2,640 units vesting on each of July 31, 2018 and July 31, 2020 and 2,720 units vesting on July 31, 2022.
- (11) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on February 25, 2019.
- (12) Instrument converts to common stock on a one-for-one basis and reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under rule 16b-3 on July 22, 2016.

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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