

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>COTE DAVID M</u> <hr/> (Last) (First) (Middle) <u>101 COLUMBIA ROAD</u> <hr/> (Street) <u>MORRISTOWN NJ 07962</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC [HON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/11/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/11/2011		M		261,782 ⁽¹⁾	A	(1)	279,340 ⁽²⁾	D	
Common Stock								35,447.866	I	Held in 401(k) plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Shares ⁽¹⁾	(1)	01/11/2011		M		125,000 ⁽¹⁾		(1)	(1)	Common Stock	125,000	\$0	0	D	

Explanation of Responses:

- In February 2007, Mr. Cote received an award of 125,000 performance shares convertible into between 0 and 250,000 shares of Honeywell common stock, plus dividend equivalents in the form of additional shares of Honeywell common stock calculated by dividing the sum of cash dividends on the earned performance shares for the four-year performance period by the average Honeywell closing stock price for the 30 trading days preceding December 31, 2010. The number of performance shares earned is based on Honeywell's achievement of an 83% total shareowner return ranking against the S&P 100 comparator group over the four-year performance period. Fifty percent of the earned performance shares will be paid out in March 2011 with the 50% balance to be paid in March 2012, in both cases subject to Mr. Cote's continued employment through the scheduled payout dates.
- Reflects a transfer of 17,558 shares on September 22, 2010 exempt from reporting pursuant to Rule 16a-12 of the Securities Exchange Act of 1934.

Jacqueline Katzel for David M. Cote 01/13/2011

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.