SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL						
OMB Number:	3235-0287					
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					0	Secu	JII 30(II)	or the	mvesune		mpany Act	0119	40						
1. Name and Address of Reporting Person* SHEARES BRADLEY T				H	2. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC</u> [HON]								(Ch	Relationship neck all appli X Directo	cable)	ng Per	son(s) to Iss 10% Ov		
<u>,</u>					HC)N]										r (give title		Other (s	
(Last) (First) (Middle) 101 COLUMBIA ROAD					3. Date of Earliest Transaction (Month/Day/Year) 04/27/2009										below))		below)	
(Street)					4.1	f Ame	ndment,	Date	of Origina	l Fileo	d (Month/D	ay/Ye	ear)	6. I Lin	ndividual or e)	Joint/Grou	p Filin	g (Check Ap	plicable
MORRISTOWN NJ 07960														X Form filed by One Reporting Person					
,															Form Perso		re tha	n One Repo	rting
(City)	(S	tate)	(Zip)												Feiso				
		Tab	le I - Nor	n-Deriv	ative	e Se	curitie	s Ac	quired	Dis	posed o	of, o	r Ben	eficial	lly Owned	d			
1. Title of Security (Instr. 3) 2. Transau Date (Month/Date)					Execution Date			Code (Instr. 5)					Benefic Owned	es Form ally (D) o Following (I) (Ir		n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) or (D) P		Price	Transac	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
		Т	Table II -								osed of converti				/ Owned				
1. Title of Derivative Security (Instr. 3)	Derivative Conversion Date Execution Date, Security or Exercise (Month/Day/Year) if any				ansaction of ode (Instr. Derivative		tive ties red sed 3, 4	Expiration Date // (Month/Day/Year) 5				7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy J	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Natu of Indire Benefici Ownersl (Instr. 4)	
					Code	v	(A)		Date Exercisal		Expiration Date	Title		Amount or Number of Shares					

Explanation of Responses:

\$30.7

Non-

Qualified

Options

1. Represents exempt grant of non-qualified stock options under the 2006 Stock Plan for Non-Employee Directors and vest in four equal annual installments, with the first installment vesting on 4/1/2010.

5,000

(1)

<u>Jacqueline Whorms for</u>	04/28/2009			
Bradley T. Sheares	04/20/2003			
** Signature of Reporting Person	Date			

5,000

(1)

5,000

D

Common Stock

04/26/2019

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).

04/27/2009

** 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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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.