

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 13F

FORM 13F COVER PAGE

| OMB APPROVAL                                 |              |
|--|--------------|
| OMB Number:                                  | 3235-0006    |
| Expires:                                     | Oct 31, 2018 |
| Estimated average burden hours per response: | 23.8         |

Report for the Calendar Year or Quarter Ended: 06-30-2013

Check here if Amendment  Amendment Number:  
This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: HONEYWELL INTERNATIONAL INC  
Address: 101 Columbia Rd P O Box 4000  
101 Columbia Rd P O Box 4000  
Morristown, NJ 07962

Form 13F File Number: 028-01879

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Harsh Bansal  
Title: Vice President - Investments  
Phone: 973-455-4502

Signature, Place, and Date of Signing:

/s/ Harsh Bansal Morris Township, NJ 07-30-2013  
[Signature] [City, State] [Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 1  
Form 13F Information Table Entry Total: 123  
Form 13F Information Table Value Total: 3,671,753  
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name                             |
|-----|----------------------|----------------------------------|
| 1   | 028-07176            | HONEYWELL CAPITAL MANAGEMENT LLC |

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FORM 13F INFORMATION TABLE

| OMB APPROVAL                                 |              |
|--|--------------|
| OMB Number:                                  | 3235-0006    |
| Expires:                                     | Oct 31, 2018 |
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| COLUMN 1<br>NAME OF ISSUER             | COLUMN 2<br>TITLE OF CLASS | COLUMN 3<br>CUSIP | COLUMN 4<br>VALUE<br>(x\$1000) | COLUMN 5                 |            |              | COLUMN 6<br>INVESTMENT<br>DISCRETION | COLUMN 7<br>OTHER<br>MANAGER | COLUMN 8<br>VOTING AUTHORITY |        |      |
|--|----------------------------|-------------------|--------------------------------|--------------------------|------------|--------------|--------------------------------------|------------------------------|------------------------------|--------|------|
|  |                            |                   |                                | SHRS<br>OR<br>PRN<br>AMT | SH/<br>PRN | PUT/<br>CALL |                                      |                              | SOLE                         | SHARED | NONE |
| COVIDIEN PLC                           | SHS                        | G2554F113         | 27,295                         | 434,350                  | SH         |              | DFND                                 | 1                            | 434,350                      | 0      | 0    |
| EATON CORP PLC                         | SHS                        | G29183103         | 51,200                         | 778,000                  | SH         |              | DFND                                 | 1                            | 778,000                      | 0      | 0    |
| ENSCO PLC                              | SHS CLASS<br>A             | G3157S106         | 14,530                         | 250,000                  | SH         |              | DFND                                 | 1                            | 250,000                      | 0      | 0    |
| CHECK POINT<br>SOFTWARE TECH LT        | ORD                        | M22465104         | 19,008                         | 382,600                  | SH         |              | DFND                                 | 1                            | 382,600                      | 0      | 0    |
| ADT CORP                               | COM                        | 00101J106         | 19,150                         | 480,542                  | SH         |              | DFND                                 | 1                            | 480,542                      | 0      | 0    |
| AT&T INC                               | COM                        | 00206R102         | 55,047                         | 1,555,000                | SH         |              | DFND                                 | 1                            | 1,555,000                    | 0      | 0    |
| AIR PROD & CHEM<br>INC                 | COM                        | 009158106         | 25,200                         | 275,200                  | SH         |              | DFND                                 | 1                            | 275,200                      | 0      | 0    |
| ALLERGAN INC                           | COM                        | 018490102         | 28,743                         | 341,200                  | SH         |              | DFND                                 | 1                            | 341,200                      | 0      | 0    |
| ALTERA CORP                            | COM                        | 021441100         | 15,859                         | 480,718                  | SH         |              | DFND                                 | 1                            | 480,718                      | 0      | 0    |
| ALTRIA GROUP INC                       | COM                        | 02209S103         | 19,944                         | 570,000                  | SH         |              | DFND                                 | 1                            | 570,000                      | 0      | 0    |
| AMERICAN<br>EXPRESS CO                 | COM                        | 025816109         | 15,700                         | 210,000                  | SH         |              | DFND                                 | 1                            | 210,000                      | 0      | 0    |
| AMERICAN<br>INTERNATIONAL<br>GROUP INC | COM                        | 026874784         | 26,999                         | 604,000                  | SH         |              | DFND                                 | 1                            | 604,000                      | 0      | 0    |
| AMERIPRISE FINL<br>INC                 | COM                        | 03076C106         | 11,970                         | 148,000                  | SH         |              | DFND                                 | 1                            | 148,000                      | 0      | 0    |
| ANALOG DEVICES<br>INC                  | COM                        | 032654105         | 16,898                         | 375,000                  | SH         |              | DFND                                 | 1                            | 375,000                      | 0      | 0    |
| APACHE CORP                            | COM                        | 037411105         | 17,839                         | 212,800                  | SH         |              | DFND                                 | 1                            | 212,800                      | 0      | 0    |
| APPLE INC                              | COM                        | 037833100         | 109,278                        | 275,900                  | SH         |              | DFND                                 | 1                            | 275,900                      | 0      | 0    |
| ASTRAZENECA PLC                        | SPONSORED<br>ADR           | 046353108         | 21,049                         | 445,000                  | SH         |              | DFND                                 | 1                            | 445,000                      | 0      | 0    |
| AUTONATION INC                         | COM                        | 05329W102         | 7,508                          | 173,029                  | SH         |              | DFND                                 | 1                            | 173,029                      | 0      | 0    |
| AUTOZONE INC                           | COM                        | 053332102         | 14,405                         | 34,000                   | SH         |              | DFND                                 | 1                            | 34,000                       | 0      | 0    |
| BB&T CORP                              | COM                        | 054937107         | 19,650                         | 580,000                  | SH         |              | DFND                                 | 1                            | 580,000                      | 0      | 0    |
| BE AEROSPACE INC                       | COM                        | 73302101          | 378,480                        | 6,000,000                | SH         |              | DFND                                 | 1                            | 6,000,000                    | 0      | 0    |
| BEAM INC                               | COM                        | 073730103         | 22,051                         | 349,400                  | SH         |              | DFND                                 | 1                            | 349,400                      | 0      | 0    |
| BEMIS CO INC                           | COM                        | 081437105         | 9,785                          | 250,000                  | SH         |              | DFND                                 | 1                            | 250,000                      | 0      | 0    |
| BERKSHIRE<br>HATHAWAY INC<br>DEL       | CL B NEW                   | 084670702         | 37,337                         | 333,600                  | SH         |              | DFND                                 | 1                            | 333,600                      | 0      | 0    |
| BLACKSTONE<br>GROUP LP                 | COM UNIT<br>LTD            | 09253U108         | 27,224                         | 1,292,700                | SH         |              | DFND                                 | 1                            | 1,292,700                    | 0      | 0    |
| BOEING CO                              | COM                        | 097023105         | 34,317                         | 335,000                  | SH         |              | DFND                                 | 1                            | 335,000                      | 0      | 0    |
| BORG WARNER INC                        | COM                        | 099724106         | 16,816                         | 195,200                  | SH         |              | DFND                                 | 1                            | 195,200                      | 0      | 0    |
| BROADCOM CORP                          | CL A                       | 111320107         | 24,827                         | 735,400                  | SH         |              | DFND                                 | 1                            | 735,400                      | 0      | 0    |
| CMS ENERGY CORP                        | COM                        | 125896100         | 12,227                         | 450,000                  | SH         |              | DFND                                 | 1                            | 450,000                      | 0      | 0    |
| CVS CAREMARK<br>CORP                   | COM                        | 126650100         | 45,807                         | 801,100                  | SH         |              | DFND                                 | 1                            | 801,100                      | 0      | 0    |
| CAMERON INTL                           | COM                        | 13342B105         | 25,516                         | 417,200                  | SH         |              | DFND                                 | 1                            | 417,200                      | 0      | 0    |

|                                    |               |           |        |           |    |      |   |           |   |   |
|------------------------------------|---------------|-----------|--------|-----------|----|------|---|-----------|---|---|
| CORP                               |               |           |        |           |    |      |   |           |   |   |
| CAPITAL ONE FINL CORP              | COM           | 14040H105 | 34,087 | 542,700   | SH | DFND | 1 | 542,700   | 0 | 0 |
| CARDINAL HLTH                      | COM           | 14149Y108 | 51,037 | 1,081,300 | SH | DFND | 1 | 1,081,300 | 0 | 0 |
| CAREFUSION CORP                    | COM           | 14170T101 | 14,549 | 394,815   | SH | DFND | 1 | 394,815   | 0 | 0 |
| CARNIVAL CORP                      | PAIRED CTF    | 143658300 | 25,718 | 750,000   | SH | DFND | 1 | 750,000   | 0 | 0 |
| CELGENE CORP                       | COM           | 151020104 | 20,787 | 177,800   | SH | DFND | 1 | 177,800   | 0 | 0 |
| CHEVRON CORP                       | COM           | 166764100 | 76,152 | 643,500   | SH | DFND | 1 | 643,500   | 0 | 0 |
| CISCO SYSTEMS INC                  | COM           | 17275R102 | 56,885 | 2,340,000 | SH | DFND | 1 | 2,340,000 | 0 | 0 |
| CITIGROUP INC                      | COM NEW       | 172967424 | 24,954 | 520,200   | SH | DFND | 1 | 520,200   | 0 | 0 |
| CITRIX SYS INC                     | COM           | 177376100 | 21,055 | 349,000   | SH | DFND | 1 | 349,000   | 0 | 0 |
| COCA-COLA ENTERPRISES INC NE       | COM           | 19122T109 | 17,779 | 505,650   | SH | DFND | 1 | 505,650   | 0 | 0 |
| COLGATE-PALMOLIVE CO               | COM           | 194162103 | 9,831  | 171,600   | SH | DFND | 1 | 171,600   | 0 | 0 |
| COMCAST CORP NEW                   | CL A          | 20030N101 | 26,121 | 623,700   | SH | DFND | 1 | 623,700   | 0 | 0 |
| COSTCO WHOLESALE CORP NEW          | COM           | 22160K105 | 25,984 | 235,000   | SH | DFND | 1 | 235,000   | 0 | 0 |
| CUMMINS INC                        | COM           | 231021106 | 15,184 | 140,000   | SH | DFND | 1 | 140,000   | 0 | 0 |
| DANAHER CORP                       | COM           | 235851102 | 23,813 | 376,200   | SH | DFND | 1 | 376,200   | 0 | 0 |
| WALT DISNEY CO                     | COM           | 254687106 | 28,588 | 452,700   | SH | DFND | 1 | 452,700   | 0 | 0 |
| DOLLAR GEN CORP NEW                | COM           | 256677105 | 25,407 | 503,800   | SH | DFND | 1 | 503,800   | 0 | 0 |
| DOW CHEMICAL CO                    | COM           | 260543103 | 13,351 | 415,000   | SH | DFND | 1 | 415,000   | 0 | 0 |
| DUKE ENERGY CORP NEW               | COM NEW       | 26441C204 | 54,473 | 807,000   | SH | DFND | 1 | 807,000   | 0 | 0 |
| EMC CORP                           | COM           | 268648102 | 33,292 | 1,409,500 | SH | DFND | 1 | 1,409,500 | 0 | 0 |
| EXELON CORP                        | COM           | 30161N101 | 10,898 | 352,900   | SH | DFND | 1 | 352,900   | 0 | 0 |
| EXPRESS SCRIPTS HLDG CO            | COM           | 30219G108 | 31,277 | 507,000   | SH | DFND | 1 | 507,000   | 0 | 0 |
| EXXON MOBIL CORP                   | COM           | 30231G102 | 94,316 | 1,043,900 | SH | DFND | 1 | 1,043,900 | 0 | 0 |
| FIDELITY NATL INFORMATION SVCS INC | COM           | 31620M106 | 13,409 | 313,000   | SH | DFND | 1 | 313,000   | 0 | 0 |
| GENERAL ELECTRIC CO                | COM           | 369604103 | 50,443 | 2,175,200 | SH | DFND | 1 | 2,175,200 | 0 | 0 |
| GLAXOSMITHKLINE PLC                | SPONSORED ADR | 37733W105 | 43,724 | 875,000   | SH | DFND | 1 | 875,000   | 0 | 0 |
| GOOGLE INC                         | CL A          | 38259P508 | 52,646 | 59,800    | SH | DFND | 1 | 59,800    | 0 | 0 |
| HALLIBURTON CO                     | COM           | 406216101 | 14,602 | 350,000   | SH | DFND | 1 | 350,000   | 0 | 0 |
| HARTFORD FINL SVCS GROUP INC       | COM           | 416515104 | 3,092  | 100,000   | SH | DFND | 1 | 100,000   | 0 | 0 |
| HOME DEPOT INC                     | COM           | 437076102 | 23,241 | 300,000   | SH | DFND | 1 | 300,000   | 0 | 0 |
| INFORMATICA CORP                   | COM           | 45666Q102 | 5,114  | 146,200   | SH | DFND | 1 | 146,200   | 0 | 0 |
| JPMORGAN CHASE & CO                | COM           | 46625H100 | 84,327 | 1,597,400 | SH | DFND | 1 | 1,597,400 | 0 | 0 |
| JOHNSON & JOHNSON                  | COM           | 478160104 | 51,731 | 602,500   | SH | DFND | 1 | 602,500   | 0 | 0 |
| JOY GLOBAL INC                     | COM           | 481165108 | 9,269  | 191,000   | SH | DFND | 1 | 191,000   | 0 | 0 |
| KRAFT FOODS GROUP INC              | COM           | 50076Q106 | 21,231 | 380,000   | SH | DFND | 1 | 380,000   | 0 | 0 |
| LAREDO PETE HLDINGS INC            | COM           | 516806106 | 41     | 2,000     | SH | DFND | 1 | 2,000     | 0 | 0 |
| LAS VEGAS SANDS CORP               | COM           | 517834107 | 22,384 | 422,900   | SH | DFND | 1 | 422,900   | 0 | 0 |
| LAUDER ESTEE COS INC               | CL A          | 518439104 | 20,783 | 316,000   | SH | DFND | 1 | 316,000   | 0 | 0 |

|                              |               |           |        |           |    |      |   |           |   |   |
|------------------------------|---------------|-----------|--------|-----------|----|------|---|-----------|---|---|
| MARSH & MCLENNAN CO'S INC    | COM           | 571748102 | 13,812 | 346,000   | SH | DFND | 1 | 346,000   | 0 | 0 |
| MC DONALDS CORP              | COM           | 580135101 | 49,104 | 496,000   | SH | DFND | 1 | 496,000   | 0 | 0 |
| MCKESSON CORP                | COM           | 58155Q103 | 29,999 | 262,000   | SH | DFND | 1 | 262,000   | 0 | 0 |
| MERCK & CO INC NEW           | COM           | 58933Y105 | 60,617 | 1,305,000 | SH | DFND | 1 | 1,305,000 | 0 | 0 |
| METLIFE INC                  | COM           | 59156R108 | 19,366 | 423,200   | SH | DFND | 1 | 423,200   | 0 | 0 |
| MICROSOFT CORP               | COM           | 594918104 | 15,539 | 450,000   | SH | DFND | 1 | 450,000   | 0 | 0 |
| MICROCHIP TECHNOLOGY INC     | COM           | 595017104 | 14,900 | 400,000   | SH | DFND | 1 | 400,000   | 0 | 0 |
| MONDELEZ INTL INC            | COM           | 609207105 | 29,243 | 1,025,000 | SH | DFND | 1 | 1,025,000 | 0 | 0 |
| MONSANTO CO NEW              | COM           | 61166W101 | 14,761 | 149,400   | SH | DFND | 1 | 149,400   | 0 | 0 |
| MOSAIC CO NEW                | COM           | 61945C103 | 10,385 | 193,000   | SH | DFND | 1 | 193,000   | 0 | 0 |
| NETAPP INC                   | COM           | 64110D104 | 18,014 | 476,800   | SH | DFND | 1 | 476,800   | 0 | 0 |
| NEXTERA ENERGY INC           | COM           | 65339F101 | 29,227 | 358,700   | SH | DFND | 1 | 358,700   | 0 | 0 |
| NIKE INC                     | CL B          | 654106103 | 22,543 | 354,000   | SH | DFND | 1 | 354,000   | 0 | 0 |
| NORFOLK SOUTHN CORP          | COM           | 655844108 | 10,898 | 150,000   | SH | DFND | 1 | 150,000   | 0 | 0 |
| NORTHEAST UTILITIES          | COM           | 664397106 | 30,065 | 715,500   | SH | DFND | 1 | 715,500   | 0 | 0 |
| OCCIDENTAL PETROLEUM CORP    | COM           | 674599105 | 26,305 | 294,800   | SH | DFND | 1 | 294,800   | 0 | 0 |
| ORACLE CORP                  | COM           | 68389X105 | 30,800 | 1,002,600 | SH | DFND | 1 | 1,002,600 | 0 | 0 |
| ORCHARD SUPPLY HARDWARE STOR | CL A          | 685691404 | 1      | 3,750     | SH | DFND | 1 | 3,750     | 0 | 0 |
| PNC FINANCIAL SERVICES GROUP | COM           | 693475105 | 44,919 | 616,000   | SH | DFND | 1 | 616,000   | 0 | 0 |
| PVH CORP                     | COM           | 693656100 | 20,758 | 166,000   | SH | DFND | 1 | 166,000   | 0 | 0 |
| PEPSICO INC                  | COM           | 713448108 | 60,197 | 736,000   | SH | DFND | 1 | 736,000   | 0 | 0 |
| PFIZER INC                   | COM           | 717081103 | 53,639 | 1,915,000 | SH | DFND | 1 | 1,915,000 | 0 | 0 |
| PHILIP MORRIS INTL INC       | COM           | 718172109 | 76,442 | 882,500   | SH | DFND | 1 | 882,500   | 0 | 0 |
| PRICELINE COM INC            | COM NEW       | 741503403 | 22,250 | 26,900    | SH | DFND | 1 | 26,900    | 0 | 0 |
| PROCTER & GAMBLE CO          | COM           | 742718109 | 19,517 | 253,500   | SH | DFND | 1 | 253,500   | 0 | 0 |
| PRUDENTIAL FINL INC          | COM           | 744320102 | 16,191 | 221,700   | SH | DFND | 1 | 221,700   | 0 | 0 |
| QUALCOMM INC                 | COM           | 747525103 | 38,609 | 632,100   | SH | DFND | 1 | 632,100   | 0 | 0 |
| RAYONIER INC                 | COM           | 754907103 | 8,309  | 150,000   | SH | DFND | 1 | 150,000   | 0 | 0 |
| ROPER INDS INC NEW           | COM           | 776696106 | 25,465 | 205,000   | SH | DFND | 1 | 205,000   | 0 | 0 |
| SCHLUMBERGER LTD             | COM           | 806857108 | 30,563 | 426,500   | SH | DFND | 1 | 426,500   | 0 | 0 |
| SEARS HOMETOWN & OUTLET STOR | COM           | 812362101 | 2,744  | 62,765    | SH | DFND | 1 | 62,765    | 0 | 0 |
| SELECT MED HLDGS CORP        | COM           | 81619Q105 | 381    | 46,460    | SH | DFND | 1 | 46,460    | 0 | 0 |
| SHIRE PLC                    | SPONSORED ADR | 82481R106 | 19,640 | 206,500   | SH | DFND | 1 | 206,500   | 0 | 0 |
| SIMON PROPERTY GROUP INC     | COM           | 828806109 | 12,634 | 80,000    | SH | DFND | 1 | 80,000    | 0 | 0 |
| SMITH A O CORP               | COM           | 831865209 | 12,698 | 350,000   | SH | DFND | 1 | 350,000   | 0 | 0 |
| SOUTHWESTERN ENERGY CO       | COM           | 845467109 | 18,689 | 511,600   | SH | DFND | 1 | 511,600   | 0 | 0 |
| SPECTRA ENERGY CORP          | COM           | 847560109 | 17,230 | 500,000   | SH | DFND | 1 | 500,000   | 0 | 0 |
| STARBUCKS CORP               | COM           | 855244109 | 25,855 | 394,800   | SH | DFND | 1 | 394,800   | 0 | 0 |
| STARWOOD HOTELS&RESORTS      | COM           | 85590A401 | 17,087 | 270,400   | SH | DFND | 1 | 270,400   | 0 | 0 |

|                                    |                  |           |        |           |    |      |   |           |   |   |  |
|------------------------------------|------------------|-----------|--------|-----------|----|------|---|-----------|---|---|--|
| WRLD                               |                  |           |        |           |    |      |   |           |   |   |  |
| STERICYCLE INC                     | COM              | 858912108 | 19,270 | 174,499   | SH | DFND | 1 | 174,499   | 0 | 0 |  |
| SYMANTEC CORP                      | COM              | 871503108 | 12,273 | 546,200   | SH | DFND | 1 | 546,200   | 0 | 0 |  |
| TERADATA CORP<br>DEL               | COM              | 88076W103 | 15,069 | 300,000   | SH | DFND | 1 | 300,000   | 0 | 0 |  |
| TEVA<br>PHARMACEUTICAL<br>INDS LTD | ADR              | 881624209 | 23,912 | 610,000   | SH | DFND | 1 | 610,000   | 0 | 0 |  |
| THERMO FISHER<br>CORP              | COM              | 883556102 | 26,658 | 315,000   | SH | DFND | 1 | 315,000   | 0 | 0 |  |
| TIME WARNER<br>CABLE INC           | COM              | 88732J207 | 36,084 | 320,800   | SH | DFND | 1 | 320,800   | 0 | 0 |  |
| TOTAL SA                           | SPONSORED<br>ADR | 89151E109 | 16,558 | 340,000   | SH | DFND | 1 | 340,000   | 0 | 0 |  |
| UNILEVER N V                       | N Y SHS<br>NEW   | 904784709 | 23,586 | 600,000   | SH | DFND | 1 | 600,000   | 0 | 0 |  |
| UNION PAC CORP                     | COM              | 907818108 | 27,153 | 176,000   | SH | DFND | 1 | 176,000   | 0 | 0 |  |
| UNITED PARCEL<br>SVC INC           | CL B             | 911312106 | 28,400 | 328,400   | SH | DFND | 1 | 328,400   | 0 | 0 |  |
| UNITED<br>TECHNOLOGIES<br>CORP     | COM              | 913017109 | 28,672 | 308,500   | SH | DFND | 1 | 308,500   | 0 | 0 |  |
| VERIZON<br>COMMUNICATIONS          | COM              | 92343V104 | 17,619 | 350,000   | SH | DFND | 1 | 350,000   | 0 | 0 |  |
| VIACOM INC NEW                     | CL B             | 92553P201 | 12,589 | 185,000   | SH | DFND | 1 | 185,000   | 0 | 0 |  |
| VISA INC                           | COM CL A         | 92826C839 | 20,011 | 109,500   | SH | DFND | 1 | 109,500   | 0 | 0 |  |
| WELLS FARGO & CO<br>NEW            | COM              | 949746101 | 71,273 | 1,727,000 | SH | DFND | 1 | 1,727,000 | 0 | 0 |  |