

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report: March 17, 2006

Honeywell International Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-8974

22-2640650

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification Number)

101 Columbia Road, P.O. Box 4000, Morristown, New Jersey

07962-2497

(Address of Principal Executive Offices)

(Zip Code)

(973) 455-2000

Registrant's telephone number, including area code

None

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure

On March 17, 2006, Honeywell International Inc. (the "Company") issued a press release announcing the results of its any and all cash tender offer for its outstanding 5.125% Notes due November 1, 2006, which tender offer expired on March 16, 2006. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in this Item 7.01, including the exhibit attached hereto, is furnished pursuant to Item 7.01 and shall not be deemed "filed" for any other purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the 1933 Act or the Exchange Act regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits The following is a complete list of exhibits filed as part of this Report. Exhibit numbers correspond to the numbers in the exhibit table of Item 601 of Regulation S-K.

Exhibit No.	Description
99.1	Press Release of Honeywell International Inc. dated March 17, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins

Name: Thomas F. Larkins
Title: Vice President, Corporate
Secretary and Deputy General
Counsel

Date: March 17, 2006

Media:

Robert C. Ferris
(973) 455-3388
rob.ferris@honeywell.com

Investor Relations:

Nicholas Noviello
(973) 455-2222
nicholas.noviello@honeywell.com

**HONEYWELL ANNOUNCES RESULTS OF THE TENDER OFFER
FOR ITS 5.125% NOTES DUE NOVEMBER 1, 2006**

MORRIS TOWNSHIP, N.J. – March 17, 2006 – Honeywell (NYSE: HON) today announced the results of its any and all cash tender offer for its outstanding 5.125% Notes due November 1, 2006 (CUSIP No. 438516AM8/ISIN No. US438516AM86). The Offer was made upon the terms and subject to the conditions set forth in Honeywell's Offer to Purchase dated March 9, 2006 and related letter of transmittal (the "Offer"). The Offer commenced on March 9, 2006 and expired at 5:00 p.m. New York City time on March 16, 2006.

As of the Expiration Date, \$224,707,000 in aggregate principal amount of Notes had been validly tendered and accepted for payment pursuant to the Offer and not withdrawn. The settlement date is expected to be March 17, 2006. After giving effect to the Offer, \$275,293,000 in aggregate principal amount of Honeywell's 5.125% Notes due November 1, 2006 will remain outstanding.

J.P. Morgan Securities Inc., Deutsche Bank Securities Inc. and UBS Securities LLC served as the Dealer Managers for the Offer, and Global Bondholder Services Corporation served as the Information Agent and the Depositary. Deutsche Bank (Luxembourg) S.A. served as the Luxembourg Agent.

Honeywell is a diversified technology and manufacturing company, serving customers with aerospace products and services; control technologies for buildings, homes and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell's shares are traded on the New York, London, Chicago and Pacific Stock Exchanges.

This release contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of fact, that address activities, events or developments that we or our management intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Forward-looking statements are based on management's assumptions and assessments in light of past experience and trends, current conditions, expected future developments and other relevant factors. They are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by our forward-looking statements. Our forward-looking statements are also subject to risks and uncertainties, which can affect our performance in both the near- and long-term. We identify the principal risks and uncertainties that affect our performance in our Form 10-K and other filings with the Securities and Exchange Commission.
