SEC Form 4

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 |
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| 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

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|--|-----------------|---|-----------------|--|--|---|-------------------|---------------|---|---|---|-------------------|--|
| 1. Name and Addres <u>KITTELBER</u> | GER LARRY | <u> E</u> | H | | uer Name and Ticker or Trading Symbol <u>NEYWELL INTERNATIONAL INC</u> [N] | | | | | ationship of Reportin c all applicable) Director Officer (give title below) | 10% C | Owner (specify | |
| (Last) 101 COLUMBIA | (First) ROAD | (Middle) | | Date of Earliest Transact /28/2008 | tion (Mo | onth/D | ay/Year) | | SVP, Technolo | | , | | |
| (Street) | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| MORRISTOWN | NJ | 07960 | | | | | | | | Form filed by One Reporting Person | | | |
| (City) | (State) | (Zip) | | | | | | | Form filed by Mo Person | e than One Repo | orting | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | |
| Date | | 2. Transaction Date (Month/Day/Ye | Execution Date, | | action (Instr. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |

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. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | ate | of Securities | | 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 | | | | |
| Supplemental Savings Plan Interests | (1) | 03/28/2008 | | A ⁽²⁾ | | 21.761 | | (2) | (2) | Common Stock | 21.761 | \$55.85 | 5,168.304 | D | |

Explanation of Responses:

1. Instrument converts to common stock on a one-for-one basis.

2. Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 03/28/2008.

| Jacqueline Whorms FOR Larry | 02/21/2000 |
|-----------------------------|------------|
| E. Kittelberger | 03/31/2008 |

** 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.