SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB Number: 3235-0104

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

Odierno Raymond T		Date of Event equiring Staten Month/Day/Year 2/28/2020	nent	3. Issuer Name and Ticker or Trading Symbol HONEYWELL INTERNATIONAL INC [HON]					
(Last) (First) (Middle) 300 SOUTH TRYON STREET		2, 23, 2020		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner		(Mor	5. If Amendment, Date of Original Filed (Month/Day/Year)		
				Officer (give title below)	Other (spe	cify 6. In	dividual or Joint icable Line)	/Group Filing (Check	
(Street)	20202			belowy	below)	X		y One Reporting Person	
CHARLOTTE NC	28202						Form filed by Reporting P	y More than One erson	
(City) (State)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned									
1. Title of Security (Instr. 4)				. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ature of Indirect Beneficial Ownership r. 5)		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Deferred Compensation (Phantom Shares)		(1)	(1)	Common Stock	367.25	(1)	D		
Stock Option (right to buy)		(2)	02/27/2030	Common Stock	481	156.4	D		
Restricted Stock Units		(3)	(3)	Common Stock	53	(3)	D		

Explanation of Responses:

1. Phantom shares are accrued under the Deferred Compensation Plan for Non-Employee Directors and will be settled in cash following termination or retirement. Each phantom share is the economic equivalent of one share of common stock.

2. Represents exempt grant of non-qualified stock options under the 2016 Stock Plan for Non-Employee Directors of Honeywell International Inc. that vest in four equal annual installments, with the first installment vesting on February 28, 2021.

3. The Restricted Stock Units were granted under the 2016 Stock Plan for Non-Employee Directors of Honeywell International Inc. and vest on February 28, 2023. Instrument converts to common stock on a one-for-one basis.

<u>Su Ping Lu for Raymond T.</u>	03/03/2020	
<u>Odierno</u>		

** 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 5 (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.

OMB APPROVAL

This Statement confirms that the undersigned has authorized and designated each of Anne T. Madden, Su Ping Lu or Victor J. Miller (the "Designees") to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Honeywell International Inc. The authority of the Designees under this Statement shall continue until the undersigned is no longer required to file Forms 4 and 5 with regard to the undersigned's ownership of or transactions in securities of Honeywell International Inc., unless earlier revoked in writing. The undersigned acknowledges that the Designees are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: February 28, 2020

/s/ Raymond T. Odierno Raymond T. Odierno