

FORM 4

OMB APPROVAL

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

(Print or Type Responses)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| | | | | |
|-------------------------------------------------------|---------|----------|-------------------------------------------------------------------------------|---------------------------------|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | |
| Kittelberger | Larry | E. | Honeywell International Inc. (HON) | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year |
| c/o Honeywell International Inc. 101 Columbia Road | | | | January 10, 2003 |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | |
| Morristown | NJ | 07962 | | |
| (City) | (State) | (Zip) | | |

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

| | |
|------------------------------|-----------------------|
| Director | 10% Owner |
| X Officer (give title below) | Other (specify below) |

Senior Vice President Administration and Chief Information Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. Transaction Code (Instr.8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |
|---------------------------------|--------------------------------------|-----------------------------------|-------------------------------|-------------------------------------------------------------------|
|---------------------------------|--------------------------------------|-----------------------------------|-------------------------------|-------------------------------------------------------------------|

(Month/
Day/
Year)

Code

V

Amount

(A) or
(D)

Price

5. Amount of
Securities
Beneficially
Owned Following
Reported Transaction(s)
(Instr. 3 and 4)

6. Ownership
Form: Direct
(D) or Indirect (I)
(Instr. 4)

7. Nature of
Indirect
Beneficial
Ownership
(Instr. 4)

Explanation of Responses:

(1) Reflects phantom shares of Common Stock represented by Company Contributions to my account under the Executive Supplemental Savings Plan, an 'Excess Benefit Plan' under Rule 16b-3, on 1/10/03.

/s/ Gail E. Lehman

January 14, 2003

**Signature of Reporting Person
FOR LARRY E. KITTLEBERGER

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.