

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

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

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

| | | | | | | | | |
|--|--|--|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>James Mark R.</u> _____ (Last) (First) (Middle) <u>115 TABOR ROAD</u> _____ (Street) <u>MORRIS NJ 07950</u> _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC [HON]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP-HR Security & Comms</u> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/25/2019</u> | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 07/25/2019 | | M | | 13,224 | A | (1) | 155,669 | D | |
| Common Stock | 07/25/2019 | | F | | 5,912 | D | \$173.84 | 149,757 | D | |
| Common Stock | 07/25/2019 | | M | | 8,834 | A | (1) | 158,591 | D | |
| Common Stock | 07/25/2019 | | F | | 3,950 | D | \$173.84 | 154,641 | D | |
| Common Stock | | | | | | | | 2,370 | I | Held in 401(k) plan |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 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 | |
| Restricted Units | (1) | 07/25/2019 | | M | | 13,224 | (2)(3) | (6) | (6) | Common Stock | 13,224 | (2)(3) | \$173.84 | 0 | D | | |
| Restricted Units | (1) | 07/25/2019 | | M | | 8,834 | (3)(4) | (7) | (7) | Common Stock | 8,834 | (3)(4) | \$173.84 | 8,217 | (3)(5) | D | |

Explanation of Responses:

- Instrument converts to common stock on a one-for-one basis.
- Includes the reinvestment of dividend equivalents into 1,793 additional restricted stock units.
- All options and restricted stock units held by the Reporting Person have been adjusted to increase the number of shares and, in the case of the options, reduce the exercise price, in a manner subject to the adjustment provisions of the AdvanSix Inc. spin-off from Honeywell which occurred on October 1, 2016; the Garrett Motion Inc. spin-off from Honeywell which occurred on October 1, 2018; and the Resideo Technologies, Inc. spin-off from Honeywell which occurred on October 29, 2018.
- Includes the reinvestment of dividend equivalents into 862 additional restricted stock units.
- Excludes reinvestment of dividend equivalents during the vesting period.
- The Restricted Stock Units were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vest in three installments on each of July 25, 2015, July 25, 2017 and July 25, 2019, subject to a maximum up or down adjustment of 30% based on Honeywell's total shareholder return (TSR) relative to its compensation peer group of companies over both a 1-year period (August 1, 2012 to July 31, 2013) and 30-month period (July 1, 2012 to December 31, 2014).
- The Restricted Stock Units were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vest in three installments on each of July 25, 2017, July 25, 2019 and July 25, 2021, subject to a maximum up or down adjustment of 30% based on Honeywell's total shareholder return (TSR) relative to its compensation peer group of companies over both a 1-year period (August 1, 2014 to July 31, 2015) and 30-month period (July 1, 2014 to December 31, 2016).

Su Ping Lu for Mark R. James 07/29/2019

** 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.