

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 – April 4, 2016
(Date of earliest event reported)

HONEYWELL INTERNATIONAL INC.
(Exact name of Registrant as specified in its Charter)

DELAWARE
(State or other jurisdiction of
incorporation)

1-8974
(Commission File Number)

22-2640650
(I.R.S. Employer
Identification Number)

115 TABOR ROAD, MORRIS PLAINS, NEW JERSEY
(Address of principal executive offices)

07950
(Zip Code)

Registrant's telephone number, including area code: (973) 455-2000

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective April 4, 2016, Honeywell International Inc.'s (the "Company's" or "Honeywell's") Board of Directors (the "Board") elected Mr. Darius Adamczyk, age 50, to the newly created executive position of President and Chief Operating Officer. Mr. Adamczyk will report to Mr. David M. Cote, Honeywell's Chairman and CEO, and the heads of all Honeywell businesses along with HOS Gold will report to Mr. Adamczyk.

Since 2014, Adamczyk has served as President and CEO of Honeywell Performance Materials and Technologies (PMT), a global leader in the development of high-performance products and solutions, including low global warming refrigerants, specialty films for healthcare and photovoltaic applications, leading technologies for the global refining and petrochemicals industry, and process solutions with \$9.3 billion in revenue in 2015. Prior to serving as President and CEO of PMT, Mr. Adamczyk served as president of Honeywell Process Solutions, where he led a dramatic operational turnaround over a two-year period. Mr. Adamczyk joined Honeywell in 2008 as President of Honeywell Scanning & Mobility.

Mr. Adamczyk will receive a base salary of \$1,200,000, effective as of the date of his promotion, and shall have a target annual incentive compensation opportunity of 125% of base salary. In addition, pursuant to the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates (the "Stock Plan"), Mr. Adamczyk has been or will be granted (i) non-qualified stock options to purchase 100,000 shares of the Company's common stock, (ii) 15,000 Growth Plan Units under the 2016-2017 Growth Plan, and (iii) 25,000 non-qualified performance adjusted restricted stock units ("RSUs"). The RSUs vest in three equal installments in years 3, 5 and 7 and are subject to a performance adjustment of 30% upward or downward based on the Company's relative TSR performance ranking against its Compensation Peer Group. Mr. Adamczyk will remain eligible for long-term incentive awards under the Stock Plan and all other compensation and benefit plans available to the Company's executive officers.

Rajeev Gautam, age 63, is expected to assume the role of President and CEO of PMT and report to Mr. Adamczyk. Since 2009, Mr. Gautam was President and CEO of Honeywell UOP, a business of Honeywell within PMT. Mr. Gautam began his career with Union Carbide in 1978, which became part of a joint venture with UOP in 1988. He has held key leadership positions within Honeywell UOP spanning research and development, engineering, and marketing, culminating in his role as President and CEO. He also served as Chief Technology Officer for PMT.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Offer letter dated March 31, 2016 from Honeywell International Inc. to Darius Adamczyk.

99.2 Press Release dated April 4, 2016, entitled "Honeywell Names President and Chief Operating Officer and New Leader of Performance Materials and Technologies."

SIGNATURE

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

Date: April 6, 2016

HONEYWELL INTERNATIONAL INC.

By: /s/ Jeffrey N. Neuman

Jeffrey N. Neuman

Vice President, Corporate Secretary and

Deputy General Counsel



March 31, 2016

Mr. Darius Adamczyk
115 Tabor Road
Morris Plains, New Jersey 07950

Dear Darius:

I am pleased to confirm our offer to you to become Honeywell's President and Chief Operating Officer, based in Morris Plains, New Jersey, reporting to Dave Cote. The effective date of your promotion will be April 4, 2016 ("Effective Date"), subject to the terms and conditions of this letter agreement ("Agreement").

In connection with your new role, you will be entitled to the following compensation and benefits package, as previously approved by the Management Development and Compensation Committee ("MDCC") of the Company's Board of Directors:

COMPENSATION

Base Salary: As of the Effective Date, your annual base salary will be increased to \$1,200,000. Base salary reviews occur annually and any adjustments are generally at the end of the first quarter of the calendar year. Adjustments are based on your performance and other relevant factors. You will next be eligible for a base salary review in March of 2017.

Annual Incentive Compensation: As of the Effective Date, your target incentive compensation opportunity will be increased to 125% of your annual cash base salary earnings during the year. For 2016, your incentive compensation award will be prorated based on the number of days your target incentive was 100%, and the number of days your target incentive will be 125%. Incentive compensation awards are paid in the first quarter of the following year.

Long-Term Incentive Awards: In addition to the annual long-term incentive awards already granted to you on February 25, 2016, you will receive the following additional long-term incentives awards for 2016 in connection with this promotion:

- 100,000 Stock Options;
- 15,000 Growth Plan Units for the 2016-2017 performance cycle; and
- 25,000 Performance-Adjusted Restricted Stock Units ("RSUs").

These awards will be granted under the terms of the applicable Stock Incentive Plan of Honeywell International Inc. and its Affiliates (the "Stock Incentive Plan") and governed by the relevant award agreements. The Stock Options and Growth Plan Units will be granted as of the Effective Date. The Stock Options will vest ratably over four years. The RSUs

shall be granted effective July 29, 2016 and will vest on the third, fifth, and seventh anniversaries of the date of grant, provided you continue to be employed by Honeywell on the applicable vesting dates. The number of RSUs that vest at each vesting date shall be subject to a 30% adjustment, up or down, based on Honeywell's total shareowner return ranking against its Compensation Peer Group. The measurement period and the companies that comprise the Compensation Peer Group will be the same as those approved for other 2016 RSU awards to Officers, which are expected to be approved by the MDCC on July 29, 2016.

Annual Long-Term Incentive Awards: You will be eligible for annual equity awards with the size and mix determined by the MDCC based on your performance and future career potential with Honeywell. Any Stock Option awards generally vest ratably over four years. In addition, as a recognized member of Honeywell's leadership team, you will be eligible to receive Growth Plan Units under the Growth Plan. The terms of all long-term incentive awards are governed by the terms of the applicable stock plan and the relevant award agreements. Moreover, Honeywell and the MDCC reserve the right to modify the design or mix of the annual long-term incentive award program in the future.

OTHER EXECUTIVE BENEFITS

You will also be entitled to the following Executive Benefits:

- *Vacation:* You will be eligible for four (4) weeks vacation.
- *Excess Liability Insurance:* Honeywell will pay the annual premium for an Excess Liability Insurance policy that provides \$10,000,000 of coverage per occurrence.
- *Executive Severance:* The Honeywell International Inc. Severance Plan for Designated Officers currently provides for 18 months of base salary continuation and target bonus if your employment is involuntary terminated for a reason other than Cause (as defined in the severance plan document in effect when you terminate employment). You will be required to execute a release of claims against Honeywell and its affiliates and related parties and you may be required to agree to certain non-solicitation, non-disclosure and non-competition covenants as a condition of receiving executive severance benefits. For additional information, please consult the actual plan document.

STOCK OWNERSHIP GUIDELINES FOR HONEYWELL OFFICERS

As an Executive Officer of the Corporation, you will be required to hold four (4) times your annual base salary in Honeywell shares in accordance with the Corporation's Stock Ownership Guidelines. The following table provides an overview of the Stock Ownership Guidelines. A copy of the Stock Ownership Guidelines policy document will be separately provided to you.

Honeywell Shares Counted for Ownership Purposes:	· Unvested restricted stock units (RSUs)
	· Deferred restricted stock units
	· Shares in tax qualified and non-qualified savings plans
	· Private holdings

- Ownership Threshold: · 4X base salary
- Retention Requirements: · Indefinite holding requirement until ownership threshold is met for net gain shares from RSU vesting, payment of deferred RSUs and all stock option exercises
· One year for net gain shares from RSU vesting and all stock option exercises (Note: payment of deferred RSUs are exempt from the one year minimum hold requirement)
- Time Limit: · No time requirement to meet ownership threshold
· Must meet threshold in order to sell stock

INTELLECTUAL PROPERTY AND NON-COMPETITION AGREEMENTS

As a condition of this employment offer, you are required to execute, in the form attached hereto, (i) Honeywell's "Employee Agreement Relating to Trade Secrets, Proprietary and Confidential Information" ("IP Agreement"), and (ii) the "Honeywell International Inc. Noncompete Agreement for Senior Executives" ("Noncompete Agreement"), both of which are attached hereto.

ACCEPTANCE OF OFFER

Please indicate your acceptance of this offer by signing this letter in the space provided and returning it, along with an executed copy of the IP Agreement and Noncompete Agreement, to me.

Honeywell has a long and distinguished history. But, more importantly, we are a company with a terrific future and a great place to work. Our performance culture drives growth for us and competitive advantage for our customers. We hire the best people; give them every possible opportunity to learn, grow, and develop; and reward them for their contributions. We offer career paths that span product lines, job types, businesses, and countries.

Darius, we are excited to be extending this offer to you and look forward to working with you in your expanded role. Your experience and background is an asset to our Company.

If you have any questions or need any further information about our offer, please contact me directly.

Congratulations,

/s/ Mark James

Mark James
Honeywell International Inc.
Senior Vice President
Human Resources, Procurement and Communications

Read and Accepted:

/s/Darius Adamczyk
DARIUS ADAMCZYK

April 5, 2016
Date

All businesses experience changing conditions. Accordingly, we reserve the right to change work assignments, reporting relationships and staffing levels to meet business needs, and your employment with Honeywell will be on an “at will” basis. This means that there is no guarantee of employment for any specific period, and either you or Honeywell may terminate your employment at any time.

The descriptions of benefits and perquisites described in this offer letter are for general information purposes only and are not intended to modify any plan document, summary plan description (“SPD”) or prospectus. For a complete description of any benefit or perquisite, you may request a copy of the applicable plan document, SPD or prospectus. The Company reserves the right to modify, amend or terminate any benefit plan or perquisite in its sole and absolute discretion.



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HONEYWELL NAMES PRESIDENT AND CHIEF OPERATING OFFICER AND NEW LEADER OF PERFORMANCE MATERIALS AND TECHNOLOGIES

- *Darius Adamczyk Appointed to New Position of President and COO of Honeywell, Overseeing All Operating Businesses and HOS Gold*
- *Rajeev Gautam Named As President and CEO of Honeywell Performance Materials and Technologies, Succeeding Adamczyk*
- *Rebecca Liebert Named As President of Honeywell UOP, Succeeding Gautam*

MORRIS PLAINS, N.J., April 4, 2016 -- Honeywell (**NYSE: HON**) today announced that Darius Adamczyk has been appointed to the newly created role of President and Chief Operating Officer (COO) effective immediately, reporting to Chairman and CEO Dave Cote. The heads of all Honeywell businesses along with HOS Gold will report to Adamczyk, 50, who will be an executive officer of the Corporation. As COO, Adamczyk will work closely with Cote to drive continued profitable growth of Honeywell's operating businesses through HOS Gold breakthrough growth strategies, including advanced software offerings that complement the Company's diverse technology portfolio.

"Honeywell's success over the past decade has set the stage for continued growth of our dynamic portfolio," Cote said. "Our growth strategy focuses on winning in high-growth regions, blending superior software capabilities with our advanced physical technologies to excel as a cyber-industrial company, and effectively using HOS Gold to achieve breakthrough goals with small company speed. Having a proven leader as our COO will enable us to more rapidly achieve these critical growth priorities."

Since 2014, Adamczyk has served as President and CEO of Honeywell Performance Materials and Technologies (PMT), a global leader in the development of high-performance products and solutions, including low global warming refrigerants,

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specialty films for healthcare and photovoltaic applications, leading technologies for the global refining and petrochemicals industry, and process solutions with \$9.3 billion in revenue in 2015. Succeeding Adamczyk will be Rajeev Gautam, who will also be an executive officer. Gautam has served as President of Honeywell UOP since 2009 while leading expansion into new markets such as gas, biofuels and water treatment; driving breakthrough strategies that blend software with process technologies and controls systems (Connected Performance Services); and introducing breakthrough process technologies such as methanol-to-olefins, on-purpose propylene and bottom-of-the-barrel upgrading.

“Honeywell is extremely fortunate to have a deep and talented bench, and today’s leadership appointments demonstrate our ability to develop future generations of leaders. I have the utmost confidence in Darius’ ability to have a significant impact in the new role of President and COO, and to work closely with Honeywell’s talented senior leadership team to drive continued growth and excellence, execute our strategic plans, and deliver value to shareowners and customers,” Cote said.

“Darius is an eight-year veteran of Honeywell and an accomplished executive with a strong track record in numerous Honeywell businesses as well as in his prior roles as CEO of Metrologic Instruments and several general management assignments at Ingersoll Rand. He brings tremendous global perspective, operating performance, strategic insight, software capability, and an understanding of how to operate with the speed of a small company and the cost-effectiveness of a large company,” Cote added. “Darius was born in Poland and emigrated to the United States at age 11 – he spoke no English at the time. He went to Michigan State University and earned a bachelor’s degree in electrical and computer engineering before attending Syracuse University for his master’s degree in computer engineering and Harvard University for his M.B.A. He started his career at GE as an electrical engineer and then served as a Senior Associate at Booz Allen Hamilton, a global technology and strategy consulting firm. Darius held a number of leadership positions at Ingersoll Rand, including President of Air Solutions Group, President of the Heavy Industrial Business Segment, and Vice President of Business Development and E-Commerce. From there, he ran Metrologic for a private equity firm before it was acquired by Honeywell in 2008. Darius then became President of Honeywell Scanning & Mobility, where he demonstrated his ability

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to effectively grow businesses – he doubled revenue while growing profitability even more in only four years. In 2012, Darius became President of Honeywell Process Solutions, where he led a dramatic operational turnaround over a two-year period. In 2014, Darius became President and CEO of Honeywell Performance Materials and Technologies, where he very successfully led the business group through challenging economic times. Darius aggressively managed costs, yet had the foresight to continue to seed plant and invest in the future. He personally drove HOS Gold breakthrough goals and built software into the business model, which has set our PMT businesses apart in their ability to provide value within their respective markets. He also led joint innovation in leveraging the capabilities of the leading global players in process (Honeywell UOP) and automation (Honeywell Process Solutions) to create differentiated solutions for our customer base.

“Darius’ experience in both small and large businesses has positioned him well to merge the best parts of both to effectively drive HOS Gold,” Cote said. “From the small business, he gained an entrepreneurial mindset along with the importance of being agile and lean in decision making and responding quickly to changing market conditions. He also learned to engage his full team to get the best from everyone. From a large business, he learned how to leverage scale to make the whole greater than the sum of the parts. By driving efficiency and scalable processes, Darius was able to streamline workflows and greatly reduce costs. He has a significant background in software, including leading businesses where cutting-edge software design and application are paramount to business success. These experiences will prove useful as he helps us focus on creating leading-edge products with our 22,800 engineers worldwide, of whom 11,000 are software engineers. Darius is absolutely the right person to help Honeywell through the changes that will undoubtedly be necessary in the future to ensure the long-term success and evolution of the Company.”

Rajeev Gautam earned a bachelor’s degree in chemical engineering from the Indian Institute of Technology, a master’s degree in chemical engineering from Drexel University, a doctorate in chemical engineering from the University of Pennsylvania, and an M.B.A. from the University of Chicago. Gautam began his career with Union Carbide in 1978, which became part of a joint venture with UOP in 1988. He has held key leadership positions within Honeywell UOP spanning research and development,

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engineering, and marketing, culminating in his role as President and CEO. He also has served as Chief Technology Officer for Honeywell PMT.

Honeywell UOP is a leading international supplier of process technology, catalysts, engineered systems, and technical and engineering services to the petroleum refining, petrochemical, chemical and gas processing industries. During Gautam's tenure, Honeywell UOP's revenues have doubled and the business has strengthened its global presence through added engineering capabilities and manufacturing capacity in high-growth regions. "Rajeev has done a great job growing Honeywell UOP and seed planting to ensure the business can continue to outperform in a difficult environment while positioning itself for the future," Adamczyk said. "We expect him to do the same while leading all of Honeywell PMT's businesses.

"Rajeev has deep technical experience, unmatched industry knowledge and unique insights into customer needs stemming from his decades of experience in the oil and gas industry," Adamczyk said. "Most recently, he has driven breakthrough growth strategies that leverage Honeywell UOP's leading process technology capabilities and Honeywell Process Solutions controls systems to create unparalleled value for customers. He is an ideal choice to drive HOS Gold, advanced software capability, robust new product introduction and the continued success worldwide of Honeywell Performance Materials and Technologies."

Honeywell also announced that Rebecca Liebert will succeed Gautam as President of Honeywell UOP. Liebert earned a bachelor's degree in chemical engineering from the University of Kentucky, a doctorate in chemical engineering from Carnegie Mellon University, and an M.B.A. from the Kellogg School of Management at Northwestern University. After serving at Alcoa, Nova Chemicals and Arco Chemical Co., Liebert joined Honeywell in 2006 as Vice President/General Manager of the Electronic Materials business, where she was instrumental in leading the business into new markets, diversifying the product portfolio, driving new product development along with operational efficiency, and steering the business through a severe industry downturn and positioning it for a strong recovery. Liebert joined Honeywell UOP four years ago as Senior Vice President/General Manager of the Gas Processing and Hydrogen business, which she tripled to \$1 billion in sales within three years. Most recently, as Senior Vice President/General Manager of the Catalysts, Adsorbents and

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Specialties business, Liebert has driven outperformance in a very difficult industry environment.

“Rebecca is a proven leader with a track record of sustained achievement in multiple industries, in both good times and bad,” Gautam said. “She has the customer insights, industry knowledge and management skills to build on Honeywell UOP’s great positions within its markets and to continue to outperform.”

Honeywell (www.honeywell.com) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; turbochargers; and performance materials. For more news and information on Honeywell, please visit www.honeywellnow.com.

This release contains certain statements that may be deemed “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements. 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.

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