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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Form 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT - May 15, 2002  
(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)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY  
(Address of principal executive offices)

07962-2497  
(Zip Code)

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

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ITEM 5. OTHER EVENTS.

Effective May 13, 2002 The Bank of New York will no longer be acting as Transfer Agent, Registrar, or Dividend Reinvestment Agent for Honeywell International Inc. Our new agent, American Stock Transfer & Trust Company, will provide all stock transfer and dividend reinvestment services. Their toll-free telephone numbers, address, and website for shareowner account inquiries are as follows:

For General Information  
American Stock Transfer & Trust Company  
59 Maiden Lane  
New York, NY 10038  
www.amstock.com  
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Shareowner Toll-Free line: 1-800-647-7147  
World Wide: 1-718-921-8200  
Fax: 1-718-236-2641

For Dividend Reinvestment  
American Stock Transfer & Trust Company  
P.O. Box 922  
Wall Street Station  
New York, NY 10269-0560  
www.investpower.com  
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Dividend Reinvestment Toll Free: 1-877-322-4948

SIGNATURE

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

Date: May 14, 2002

Honeywell International Inc.

By: /s/ Victor P. Patrick

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Victor P. Patrick  
Vice President, Secretary and  
Deputy General Counsel