

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)

Ultrak, Inc.

-----  
(Name of Issuer)

Common Stock,  
\$0.01 par value

-----  
(Title of Class of Securities)

903898401

-----  
(CUSIP Number)

Thomas F. Larkins, Esq.  
Honeywell International Inc.  
101 Columbia Road  
P.O. Box 4000  
Morristown, NJ 07962  
(973) 455-2000

With a Copy to:

David K. Robbins, Esq.  
Fried, Frank, Harris, Shriver & Jacobson  
350 South Grand Avenue, 32nd Floor  
Los Angeles, CA 90071  
(213) 473-2000

-----  
(Name, Address and Telephone Number of Persons Authorized to  
Receive Notices and Communications)

November 26, 2002

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13(g), check the following box .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties to whom copies are to be sent.

SCHEDULE 13D

CUSIP No. 903898401

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HONEYWELL INTERNATIONAL INC.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS)

(a)   
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (SEE INSTRUCTIONS)

N/A

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7. SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 8. SHARED VOTING POWER

OWNED BY EACH 8,223,063

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON WITH -0-

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,223,063

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

44.2%

14. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

## INTRODUCTION

This statement amends the Schedule 13D filed on August 19, 2002, as amended on November 14, 2002, (the "Amended Schedule 13D") by Honeywell International Inc., a Delaware corporation ("Honeywell"), with respect to the shares of common stock, \$0.01 par value ("Company Common Stock"), of Ultrak, Inc., a Delaware corporation (the "Company"). Capitalized terms used and not defined in this Amendment No. 2 shall have the meanings set forth in the Amended Schedule 13D. Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously provided on the Amended Schedule 13D.

1. ITEM 4 OF THE SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

ITEM 4. PURPOSE OF TRANSACTION.

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On November 26, 2002, Honeywell, the Company and the Company Subsidiaries entered into a Letter Agreement (the "Letter Agreement") amending the Asset Purchase Agreement to extend the termination date of the Asset Purchase Agreement to December 31, 2002, from November 30, 2002.

The foregoing description of the Letter Agreement is qualified in its entirety by the complete text of the Letter Agreement, which is attached hereto as Exhibit 5 and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

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Exhibit 5 Letter Agreement, dated as of November 26, 2002, among Honeywell, the Company and the Company Subsidiaries.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins

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Name: Thomas F. Larkins  
Title: Vice President and Corporate  
Secretary

Dated: November 26, 2002

EXHIBIT INDEX

Document

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Exhibit 5      --      Letter Agreement, dated as of November 26, 2002, among  
Honeywell, the Company and the Company Subsidiaries.

November 26, 2002

Ultrak, Inc.  
 1301 Waters Ridge Drive  
 Lewisville, Texas 75057  
 Attention: General Counsel

Ladies and Gentlemen:

Reference is made to the Asset Purchase Agreement, dated as of August 8, 2002 (the "Asset Purchase Agreement"), between Ultrak, Inc., a Delaware corporation (together with the entities listed on Schedule A thereto, the "Sellers"), and Honeywell International Inc., a Delaware corporation (the "Purchaser"). All capitalized terms used herein but not defined herein shall have the meaning given them in the Asset Purchase Agreement.

By executing this letter agreement below, each of Honeywell and the Sellers hereby agrees that Section 9.4(a)(iv) of the Asset Purchase Agreement is amended to provide that the Purchaser or the Sellers may terminate the Asset Purchase Agreement if the Closing has not taken place on or before December 31, 2002.

Except as expressly amended herein, the Asset Purchase Agreement shall continue to be, and shall remain, in full force and effect. This letter agreement may be executed in multiple counterparts which, taken together, shall constitute one and the same agreement.

Please indicate your agreement to the matters stated herein by signing and returning this letter.

Very truly yours,

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins

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 Name: Thomas F. Larkins  
 Title: Vice President and Corporate  
 Secretary

Consented to and acknowledged:

SELLERS:

ULTRAK, INC.

By: /s/ Chris Sharng

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 Name: Chris Sharng  
 Title: Senior Vice President and  
 Chief Financial Officer

ULTRAK OPERATING, L.P.

By: Ultrak GP, Inc., its sole  
 General Partner

By: /s/ Chris Sharng

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 Name: Chris Sharng  
 Title: Chief Financial Officer

ULTRAK GP, INC.

By: /s/ Chris Sharng

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 Name: Chris Sharng  
 Title: Chief Financial Officer

ULTRAK LP, INC.

By: /s/ Chris Sharng

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 Name: Chris Sharng  
 Title: Chief Financial Officer

ULTRAK OHIO, INC.

By: /s/ Chris Sharng

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Name: Chris Sharng  
Title: Chief Financial Officer

ULTRAK (ASIA PACIFIC) PTY. LTD.

By: /s/ Chris Sharng

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Name: Chris Sharng  
Title: Director and Chief Financial  
Officer

ULTRAK DEUTSCHLAND GMBH

By: /s/ Chris Sharng

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Name: Chris Sharng  
Title: Chief Financial Officer

ULTRAK (SA) (PROPRIETARY) LIMITED

By: /s/ Chris Sharng

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Name: Chris Sharng  
Title: Director and Chief Financial  
Officer

ULTRAK ITALIA, SpA

By: /s/ Chris Sharng

-----  
Name: Chris Sharng  
Title: Chief Financial Officer

ULTRAK (ASIA) PTE. LTD.

By: /s/ Chris Sharng

-----  
Name: Chris Sharng  
Title: Chief Financial Officer

ULTRAK POLSKA, Sp.z. O.O

By: /s/ Chris Sharng

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Name: Chris Sharng  
Title: Director and  
Chief Financial Officer

ULTRAK HOLDINGS LIMITED

By: /s/ Chris Sharng

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Name: Chris Sharng  
Title: Chief Financial Officer

ULTRAK (UK) LIMITED

By: /s/ Chris Sharng

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Name: Chris Sharng  
Title: Director and Chief Financial  
Officer