

UNITED STATES  
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: March 9, 2006

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  
(IRS Employer Identification Number)

101 Columbia Road, P.O. Box 4000, Morristown, New Jersey  
(Address of Principal Executive Offices)

07962-2497  
(Zip Code)

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

None  
(Former name or former address, if changed since last report)

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))
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## Item 7.01 Regulation FD Disclosure

The information in this Item 7.01, including the exhibit attached hereto, is furnished pursuant to Item 7.01 and shall not be deemed “filed” for any other purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the 1933 Act or the Exchange Act regardless of any general incorporation language in such filing.

On March 9, 2006, Honeywell International Inc. (the “Company”) issued a press release announcing that it has commenced a cash tender offer for any and all of its \$500 million aggregate principal amount of 5.125% notes due November 1, 2006. A copy of the press release is furnished herewith as Exhibit 99.1.

On March 9, 2006, the Company issued a press release announcing that it has commenced an offering of its floating rate senior notes due 2009, its fixed rate senior notes due 2016 and its fixed rate senior notes due 2036. A copy of the press release is furnished herewith as Exhibit 99.2.

## Item 9.01 Financial Statements and Exhibits

**(c) Exhibits** The following is a complete list of exhibits filed as part of this Report. Exhibit numbers correspond to the numbers in the exhibit table of Item 601 of Regulation S-K.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Honeywell International Inc. dated March 9, 2006 (Tender Offer)
99.2	Press Release of Honeywell International Inc. dated March 9, 2006 (Note Offering)

**SIGNATURES**

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.

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins  
Name: Thomas F. Larkins  
Title: Vice President, Corporate Secretary and  
Deputy General Counsel

Date: March 9, 2006

**Media:**

Victoria Streitfeld  
(973) 455-5281  
victoria.streitfeld@honeywell.com

**Investor Relations:**

Nicholas Noviello  
(973) 455-2222  
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**HONEYWELL TENDERS FOR \$500 MILLION 5.125% NOTES DUE NOVEMBER 1, 2006**

MORRIS TOWNSHIP, N.J., March 9, 2006 - Honeywell (**NYSE: HON**) today announced that it has commenced a cash tender offer (the "Offer") for any and all of its \$500 million aggregate principal amount of 5.125% notes due November 1, 2006 (CUSIP No. 438516AM8) (the "Notes").

The Offer is being made upon the terms and conditions set forth in the Offer to Purchase for Cash Any and All of its 5.125% Notes Due 2006 dated March 9, 2006 (the "Offer to Purchase") and related letter of transmittal. The Offer will expire at 5:00 p.m., New York City time, on March 16, 2006, unless such date is extended (the "Expiration Date"). Tendered Notes may not be withdrawn after 5:00 p.m., New York City time on the Expiration Date, unless such date is extended. Settlement of each validly tendered Note is expected to be the first business day after the Expiration Date, or as soon as practicable thereafter.

The consideration to be paid for each \$1,000 in principal amount of Notes validly tendered and accepted for payment will be \$1,001.25, plus accrued and unpaid interest up to, but excluding, the date of settlement.

Honeywell's obligation to accept and pay for the Notes validly tendered in the Offer is conditioned on, among other things, the successful offering of new notes (the "New Notes") and that the net proceeds of the New Notes are sufficient to purchase the Notes validly tendered in the Offer.

Honeywell intends to finance the payment for the Notes tendered pursuant to the Offer with a portion of the proceeds raised from the New Notes. Honeywell has reserved the right to terminate, withdraw, amend or extend the Offer in its discretion.

Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and UBS Securities LLC are acting as dealer managers (the "Dealer Managers"), Global Bondholder Services Corporation is acting as information agent (the "Information Agent") and Deutsche Bank (Luxembourg) S.A. is acting as Luxembourg Agent (the "Luxembourg Agent"), each for the Offer. Holders of the Notes can obtain copies of the Offer to Purchase and related materials from Global Bondholder Services Corporation, 65 Broadway, Suite 704, New York, New York 10006, Attn: Corporate Actions. Banks and Brokers may call: (212) 430-3774. In addition, copies of the Offer to Purchase and related materials may be obtained at the office of the Luxembourg Agent, Deutsche Bank (Luxembourg) S.A., 2 Boulevard Konrad Adenauer, L1115 Luxembourg.

Questions regarding the solicitation can be directed to J.P. Morgan's Liability Management Group at (866) 834-4666 (toll free) or (212) 834-4077 (collect).

Neither Honeywell, nor any Dealer Manager or the Information Agent or the Luxembourg Agent, make any recommendations as to whether holders should tender their Notes pursuant to the Offer, and no one has been authorized by any of them to make such recommendations.

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Holders must make their own decisions as to whether to tender the Notes, and, if so, the principal amount of Notes to tender.

This press release is not an offer to purchase, a solicitation of an offer to purchase, or an offer to sell any New Notes. The Offer is being made only pursuant to the terms of the Offer to Purchase, and the related letter of transmittal. In any jurisdiction where the laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed made on behalf of Honeywell by the Dealer Managers, or one or more registered broker or dealers under the laws of such jurisdiction.

**FORWARD LOOKING STATEMENTS:**

Honeywell is a diversified technology and manufacturing company, serving customers with aerospace products and services; control technologies for buildings, homes and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell's shares are traded on the New York, London, Chicago and Pacific Stock Exchanges.

*This release contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of fact, that address activities, events or developments that we or our management intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Forward-looking statements are based on management's assumptions and assessments in light of past experience and trends, current conditions, expected future developments and other relevant factors. They are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by our forward-looking statements. Our forward-looking statements are also subject to risks and uncertainties, which can affect our performance in both the near- and long-term. We identify the principal risks and uncertainties that affect our performance in our annual report on Form 10-K and other filings with the Securities and Exchange Commission.*

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**HONEYWELL ANNOUNCES PUBLIC OFFERING OF SENIOR NOTES**

MORRIS TOWNSHIP, N.J., March 9, 2006--Honeywell (NYSE: HON) today announced the commencement of the public offering of its \$300 million Floating Rate (Libor +6 bps) Senior Notes Due 2009, its \$400 million 5.40% Senior Notes Due 2016 and its \$550 million 5.70% Senior Notes Due 2036 (collectively, the "Notes"). Honeywell intends to use the proceeds of the offering for repayment of outstanding debt and for general corporate purposes.

The Notes will be senior unsecured and unsubordinated obligations of Honeywell and will rank equally with all of Honeywell's existing and future senior unsecured debt and senior to all Honeywell's subordinated debt.

Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and UBS Securities LLC are acting as underwriters (each an "Underwriter") for the public offering of the Notes. Potential purchasers of the Notes can obtain copies of the prospectus, as supplemented, related to the Notes from any Underwriter as follows: Deutsche Bank Securities Inc. at 60 Wall Street, New York, New York, 10005, (800) 503-4611 (toll free), J.P. Morgan Securities Inc., at 270 Park Avenue, New York, New York 10017, (212) 834-4533 (collect), and UBS Securities LLC, at 677 Washington Blvd., Stamford, CT 06901, (888) 722-9555 (toll free) ext 1088.

This press release is not an offer to sell or the solicitation of an offer to buy nor shall there be any sale of such Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. The offering of these securities is being made only by means of a base prospectus (as supplemented and amended from time to time) which is part of a registration statement that Honeywell filed with the SEC utilizing a "shelf" registration process (collectively, the "Prospectus"). Copies of the Prospectus may be obtained from Honeywell International Inc., 101 Columbia Road, Morris Township, New Jersey 07962, Attn: Investor Relations Department, (973) 455-2000.

**FORWARD LOOKING STATEMENTS:**

Honeywell is a diversified technology and manufacturing company, serving customers with aerospace products and services; control technologies for buildings, homes and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell's shares are traded on the New York, London, Chicago and Pacific Stock Exchanges.

*This release contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of fact, that address activities, events or developments that we or our management intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. Forward-looking statements are based on management's assumptions and assessments in light of past experience and trends, current conditions, expected future developments and other relevant factors. They are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by our forward-looking statements. Our forward-looking statements are also subject to risks and uncertainties, which can affect our performance in both the near- and long-term. We identify the principal risks and uncertainties that affect our performance in our annual report on Form 10-K and other filings with the Securities and Exchange Commission.*

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