SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed	pursuant	to Section	16(a) o	f the	Securities	Exchange	Act of	1934

or Section 30(h) of the Investment Company Act of 1940

1. Name and Address	s of Reporting	Person*		ier Name and Ticke	0	·	5. Relationship of Reporting Person(s) to Issuer					
Kramvis Andreas				<u>NEYWELL IN</u>]	<u>NTERNA</u>	<u>FIONAL INC</u> [(Спеск	all applicable) Director Officer (give title		Owner (specify		
(Last) 101 COLUMBIA	(First) A ROAD	(Middle)		e of Earliest Transad 3/2010	ction (Month/E	ay/Year)		below) President)			
(Street)			4. If A	mendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group	Filing (Check A	pplicable		
MORRISTOWN	NJ	07960					X	Form filed by One	e Reporting Pers	on		
(City)	(State)	(Zip)						Form filed by Mor Person	e than One Rep	orting		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1 Title of Security (Instr. 3) 2. Tran				2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature of		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Date Execution Date,		ction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	(D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(1150. 4)	

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. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ive ies ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		e of Securities		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				
Supplemental Savings Plan Interests	(1)	12/03/2010		A ⁽²⁾		16.446		(2)	(2)	Common Stock	16.446	\$51.45	3,718.142	D	

Explanation of Responses:

1. Instrument converts to common stock on a one-for-one basis.

2. Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 12/03/2010.

	-	
	Jacqueline Katzel FOR Andreas	12/06/2010
	Kramvis	12/06/2010

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.

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