

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**

OMB APPROVAL

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Estimated average burden

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FRADIN ROGER</u>  (Last) (First) (Middle) <u>MSC INDUSTRIAL DIRECT CO INC</u> <u>75 MAXESS RD</u>  (Street) <u>MELVILLE NY 11747</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/05/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC [ HON ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO/ACS</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>106,348</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Employee Stock Options (right to buy)</u>	<u>(1)</u>	<u>03/23/2010</u>	<u>Common Stock</u>	<u>23,750</u>	<u>47.85</u>	<u>D</u>	
<u>Employee Stock Options (right to buy)</u>	<u>(2)</u>	<u>07/09/2010</u>	<u>Common Stock</u>	<u>15,000</u>	<u>34.54</u>	<u>D</u>	
<u>Employee Stock Options (right to buy)</u>	<u>(3)</u>	<u>07/15/2011</u>	<u>Common Stock</u>	<u>67,000</u>	<u>36.27</u>	<u>D</u>	
<u>Employee Stock Options (right to buy)</u>	<u>(4)</u>	<u>07/28/2012</u>	<u>Common Stock</u>	<u>75,000</u>	<u>32.43</u>	<u>D</u>	
<u>Employee Stock Options (right to buy)</u>	<u>(5)</u>	<u>02/06/2013</u>	<u>Common Stock</u>	<u>75,000</u>	<u>23.93</u>	<u>D</u>	

**Explanation of Responses:**

- The options became exercisable over three years in the amounts of 40%/30%/30% beginning on the first anniversary of the 03/24/2000 grant date.
- The options became exercisable over three years in the amounts of 40%/30%/30% beginning on the first anniversary of the 07/10/2000 grant date.
- The options became exercisable over three years in the amounts of 40%/30%/30% beginning on the January 1 following the 07/16/2001 grant date.
- The options become 100% exercisable on the third anniversary of the 07/29/2002 grant date.
- The options become exercisable over three years in the amounts of 40%/30%/30% beginning on the January 1 following the 02/07/2003 grant date.

Gail E. Lehman for Roger

Fradin

01/15/2004

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, Roger B. Fradin, has authorized and designated each of Peter M. Kreindler, Thomas F. Larkins, Gail E. Lehman or Monique C. Edwards (the "Designees") to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Honeywell International Inc. The authority of the Designees under this Statement shall continue until the undersigned is no longer required to file Forms 4 and 5 with regard to the undersigned's ownership of or transactions in securities of Honeywell International Inc., unless earlier revoked in writing. The undersigned acknowledges that the Designees are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: 1/7/2004

/s/ Roger B. Fradin

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Roger B. Fradin