SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 GRIEP TALLA	1 0	on*	HC	ssuer Name and Ticker DNEYWELL IN DN]				<u>NC</u> [tionship of Reportin (all applicable) Director Officer (give title below)	10% C	Owner (specify		
(Last) 101 COLUMBIA	(First) ROAD	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 01/16/2009						,	t and Controll	, 		
(Street)			4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indiv Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
MORRISTOWN	NJ	07960							X	Form filed by One	e Reporting Perso	on		
(City)	(State)	(Zip)								Form filed by Mor Person	e than One Repo	orting		
		Table I - Nor	n-Derivative	e Securities Acqu	ired,	Disp	oosed of, o	r Bene	ficially	Owned				
1. Title of Security (I	nstr. 3)		2. Transaction Date (Month/Day/Ye	Execution Date, Transaction Disposed Of (D) (Instr					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 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 (action	5. Numb of Derivati Securiti Acquire (A) or	ber tive ties	6. Date Exerc Expiration Da (Month/Day/Y	cisable and ate	7. Title and of Securiti Underlying Derivative	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	Dispose of (D) (lı 3, 4 and	Instr.	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Supplemental Savings Plan Interests	(1)	01/16/2009		A ⁽²⁾		10.041		(2)	(2)	Common Stock	10.041	\$32.94	181.182	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 01/16/2009.

Jacqueline Whorms FOR Talia	01/20/2000
<u>M. Griep</u>	01/20/2009

** Signature of Reporting Person

Date

Reminder: Report on a separate lin ndirectly.

* If the form is filed by more than or

** 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.

ne for each class of securities beneficially owned directly or ir
ne reporting person, see Instruction 4 (b)(v).
incience of facto constitute Federal Criminal Violations Con 10