

FORM 4

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden
hours per response... 0.5

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

(Print or Type Responses)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility
Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Seidenberg Ivan G.
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol

Honeywell International Inc. (HON)

3. I.R.S. Identification
Number of Reporting
Person, if an entity
(voluntary)

4. Statement for
Month/Day/Year
April 28, 2003

Verizon Communications
1095 Avenue of the Americas
39th Floor

(Street)

5. If Amendment,
Date of Original
(Month/Day/Year)

New York NY 10036
(City) (State) (Zip)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

X Director 10% Owner

Officer (give title below) ----- Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

if any
(Month/
Day/
Year)

Code

V

Amount

(A) or
(D)

Price

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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(Over)

Form 4 (Continued)

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
				Code	V	(A)	(D)

Non-Qualified Options	\$22.90	4/28/03		A		2000	
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6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(1)	4/27/13	Common Stock	2000

10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

D

Explanation of Responses:

(1) Represents exempt grant of non-qualified stock options under the stock Plan for Non-Employee Directors, with 800 vesting on 4/1/04, and 600 vesting on each 4/1/05 and 4/1/06.

/s/ Gail E. Lehman

April 30, 2003

**Signature of Reporting Person
FOR IVAN G. SEIDENBERG

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 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Crime 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.