### SEC Form 4

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## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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hours per response:

)	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

			or Se	ction 30(h) of the In	vestment	Con	npany Act of 19	940				
1. Name and Ad Kramvis A	ddress of Reporting P Andreas		er Name <b>and</b> Ticker NEYWELL IN ]			•		k all applicable) Director Officer (give title	g Person(s) to Issuer 10% Owner Other (specify			
(Last) 101 COLUM	(First) IBIA ROAD	(Middle)		e of Earliest Transac /2008	ction (Mor	nth/D	oay/Year)		below) President	below & CEO, SM	)	
(Street) MORRISTO (City)	WN NJ (State)	4. If Ai	nendment, Date of (	Original F	iled (	(Month/Day/Yea	6. Indi Line) X					
		Table I - No	n-Derivative \$	Securities Acq	uired, I	Disp	posed of, o	r Ben	eficially	Owned		
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) Code V Amount (A) or B			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

(A) or (D) Code (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Amount

(cigi, puis, cans, warrants, options, convertisie 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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)	08/29/2008		A <sup>(2)</sup>		19.625		(2)	(2)	Common Stock	19.625	\$50.17	2,214.562	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 08/29/2008.

#### Jacqueline Whorms FOR

Price

Andreas Kramvis

Date

09/02/2008

\*\* Signature of Reporting Person

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 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.