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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT – February 14, 2011

(Date of earliest event reported)

**HONEYWELL INTERNATIONAL INC.**

(Exact name of Registrant as specified in its Charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

1-8974  
(Commission File Number)

22-2640650  
(I.R.S. Employer  
Identification Number)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY  
(Address of principal executive offices)

07962-2497  
(Zip Code)

Registrant's telephone number, including area code: (973) 455-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 7.01 Regulation FD Disclosure

The information in this Item 7.01, including the exhibit attached hereto, is furnished pursuant to Item 7.01 and shall not be deemed “filed” for any other purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the 1933 Act or the Exchange Act regardless of any general incorporation language in such filing.

On February 14, 2011, Honeywell International Inc. (the “Company”) issued a press release announcing that it has commenced a cash tender offer for any and all of its \$400 million aggregate principal amount of 5.625% notes due 2012. A copy of the press release is furnished herewith as Exhibit 99.1.

On February 14, 2011, the Company issued a press release announcing that it has commenced an offering of its \$800 million 4.250% Senior Notes due 2021 and \$600 million 5.375% Senior Notes due 2041. A copy of the press release is furnished herewith as Exhibit 99.2.

## Item 9.01 Financial Statements and Exhibits

### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of Honeywell International Inc. dated February 14, 2011 (Tender Offer).
Exhibit 99.2	Press Release of Honeywell International Inc. dated February 14, 2011 (Note Offering).

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 14, 2011

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins  
Thomas F. Larkins  
Vice President, Corporate Secretary and  
Deputy General Counsel

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## News Release

**Contacts:**
**Media**

Robert C. Ferris  
(973) 455-3388  
[rob.ferris@honeywell.com](mailto:rob.ferris@honeywell.com)

**Investor Relations**

Elena Doom  
(973) 455-2222  
[elena.doom@honeywell.com](mailto:elena.doom@honeywell.com)

### HONEYWELL TENDERS FOR \$400 MILLION 5.625% NOTES DUE 2012

MORRIS TOWNSHIP, N.J., February 14, 2011 - Honeywell (NYSE: HON) today announced that it has commenced a cash tender offer (the "Offer") for any and all of its \$400 million aggregate principal amount of 5.625% notes due 2012 (CUSIP No. 438516AV8) (the "Notes").

The Offer is being made upon the terms and conditions set forth in the Offer to Purchase dated February 14, 2011 (the "Offer to Purchase") and related letter of transmittal (the "Letter of Transmittal"), which collectively set forth the terms of the Offer. The Offer will expire at 5:00 p.m., New York City time, on February 22, 2011, unless such date is extended (the "Expiration Date"). Tendered Notes may not be withdrawn after 5:00 p.m., New York City time, on the Expiration Date, unless such date is extended. Settlement of each validly tendered Note is expected to be the first business day after the Expiration Date, or as soon as practicable thereafter. The following table sets forth certain terms of the Offer.

Title of Security	CUSIP/ISIN No.	Principal Amount Outstanding	UST Reference Security	Bloomberg Reference Page	Fixed Spread (bps)
5.625% Notes due 2012	438516AV8 / US438516AV85	\$400,000,000	0.625% UST due July 31, 2012	PX4	12.5

Holders of Notes that are validly tendered and not validly withdrawn on or before 5:00 p.m., New York City time, on February 22, 2011 and accepted for purchase will receive the tender offer consideration described in the Offer and the table above for each \$1,000 principal amount of Notes accepted for purchase, calculated by the Dealer Managers as of 2:00 p.m., New York City time, on February 22, 2011. Holders whose Notes have been accepted for purchase will also receive accrued and unpaid interest on

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the purchased Notes from the applicable last interest payment date to, but not including, the date of payment for purchased Notes.

Honeywell's obligation to accept and pay for the Notes validly tendered in the Offer is conditioned on, among other things, the concurrent successful offering of new senior notes (the "New Notes") and that the net proceeds of the New Notes are sufficient to purchase the Notes validly tendered in the Offer.

Honeywell intends to finance the payment for the Notes tendered pursuant to the Offer with a portion of the proceeds raised from the New Notes. Honeywell has reserved the right to terminate, withdraw, amend or extend the Offer in its discretion.

BofA Merrill Lynch, Barclays Capital, and Citi are acting as dealer managers (the "Dealer Managers"), and Global Bondholder Services Corporation is acting as information agent (the "Information Agent"), each for the Offer. Holders of the Notes can obtain copies of the Offer to Purchase and related materials from Global Bondholder Services Corporation, 65 Broadway, Suite 404, New York, New York 10006, Attn: Corporate Actions. Banks and Brokers may call: (866) 470-3900 (toll-free) or (212) 430-3774 (collect).

Questions regarding the solicitation can be directed to BofA Merrill Lynch at (888) 292-0070 (toll free) or (646) 855-3401 (collect), Barclays Capital at (800) 438-3242 (toll-free) or (212) 528-7581 (collect), Citi at (800) 558-3745 (toll-free) or (212) 723-6106 (collect).

Neither Honeywell, nor any Dealer Manager or the Information Agent make any recommendations as to whether holders should tender their Notes pursuant to the Offer, and no one has been authorized by any of them to make such recommendations. Holders must make their own decisions as to whether to tender the Notes, and, if so, the principal amount of Notes to tender.

This press release is not an offer to purchase, a solicitation of an offer to purchase, or an offer to sell any New Notes. The Offer is being made only pursuant to the terms of the Offer to Purchase, and the related letter of transmittal. In any jurisdiction where the laws require the Offer to be made by a licensed broker or dealer, the Offer will be deemed made on behalf of Honeywell by the Dealer Managers, or one or more registered broker or dealers under the laws of such jurisdiction.

Honeywell ([www.honeywell.com](http://www.honeywell.com)) is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell's

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shares are traded on the New York, London, and Chicago Stock Exchanges. For more news and information on Honeywell, please visit [www.honeywellnow.com](http://www.honeywellnow.com).

This release contains certain statements that may be deemed “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements.

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The Honeywell logo is displayed in white text on a red rectangular background.

## News Release

**Contacts:****Media**

Robert C. Ferris  
(973) 455-3388  
[rob.ferris@honeywell.com](mailto:rob.ferris@honeywell.com)

**Investor Relations**

Elena Doom  
(973) 455-2222  
[elena.doom@honeywell.com](mailto:elena.doom@honeywell.com)

### HONEYWELL ANNOUNCES PUBLIC OFFERING OF SENIOR NOTES

MORRIS TOWNSHIP, NJ, February 14, 2011 – Honeywell (NYSE: HON) today announced the commencement of the public offering of its \$800 million 4.250% Senior Notes due 2021 and its \$600 million 5.375% Senior Notes due 2041 (collectively, the “Notes”). Honeywell intends to use the proceeds of the offering to repay outstanding indebtedness, including the repurchase of up to \$400 million of senior notes due 2012, to repay commercial paper, and for general corporate purposes.

The Notes will be senior unsecured and unsubordinated obligations of Honeywell and will rank equally with all of Honeywell’s existing and future senior unsecured debt and senior to all of Honeywell’s subordinated debt.

BofA Merrill Lynch, Barclays Capital, and Citi are acting as the joint book-running managers for the public offering of the Notes. Potential purchasers of the Notes can obtain copies of the prospectus, as supplemented, related to the Notes by calling BofA Merrill Lynch at (800) 294-1322 (toll free), Barclays Capital at (888) 603-5847 (toll free), or Citi at (877) 858-5407 (toll free).

This press release is not an offer to sell or the solicitation of an offer to buy nor shall there be any sale of such Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. The offering of these securities is being made only by means of a base prospectus (as supplemented and amended from time to time), which is part of a registration statement that Honeywell filed with the SEC utilizing a “shelf” registration process (collectively, the “Prospectus”). Copies of the Prospectus may be obtained from Honeywell International Inc., 101 Columbia Road, Morris Township, New Jersey 07962, Attn: Investor Relations Department, (973) 455-2000.

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Honeywell is a Fortune 100 diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes, and industry; automotive products; turbochargers; and specialty materials. Based in Morris Township, N.J., Honeywell's shares are traded on the New York, London, and Chicago Stock Exchanges.

This release contains certain statements that may be deemed "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future are forward-looking statements. Such statements are based upon certain assumptions and assessments made by our management in light of their experience and their perception of historical trends, current economic and industry conditions, expected future developments and other factors they believe to be appropriate. The forward-looking statements included in this release are also subject to a number of material risks and uncertainties, including but not limited to economic, competitive, governmental, and technological factors affecting our operations, markets, products, services and prices. Such forward-looking statements are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by such forward-looking statements.

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