

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Adams Katherine L.</u> <hr/> (Last) (First) (Middle) <u>101 COLUMBIA ROAD</u> <hr/> (Street) <u>MORRISTOWN NJ 07960</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/27/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC [HON]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP and General Counsel</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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)
Common Stock	0	D	
Common Stock	1,102.729	I	Held in 401(k) plan

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			
Employee Stock Options (right to buy)	(1)	03/03/2013	Common Stock	15,500	23.14	D	
Employee Stock Options (right to buy)	(2)	02/05/2014	Common Stock	25,000	35.65	D	
Employee Stock Options (right to buy)	(2)	02/01/2015	Common Stock	27,500	36.51	D	
Employee Stock Options (right to buy)	(2)	02/16/2016	Common Stock	30,000	42.32	D	
Employee Stock Options (right to buy)	(3)	02/25/2017	Common Stock	16,000	47.38	D	
Employee Stock Options (right to buy)	(4)	02/25/2018	Common Stock	16,000	58.48	D	
Employee Stock Options (right to buy)	(5)	02/23/2019	Common Stock	140,000	28.35	D	
Restricted Stock Units	(6)	(6)	Common Stock	6,800	0 ⁽⁷⁾	D	
Restricted Stock Units	(8)	(8)	Common Stock	17,000	0 ⁽⁷⁾	D	
Restricted Stock Units	(9)	(9)	Common Stock	3,200	0 ⁽⁷⁾	D	
Restricted Stock Units	(10)	(10)	Common Stock	3,200	0 ⁽⁷⁾	D	
Restricted Stock Units	(11)	(11)	Common Stock	20,000	0 ⁽⁷⁾	D	
Supplemental Savings Plan Interests	(12)	(12)	Common Stock	821.752	(12)	D	

Explanation of Responses:

1. The Employee Stock Options were granted under the Corporation's 1993 Stock Plan and are fully vested.
2. The Employee Stock Options were granted under the Corporation's 2003 Stock Incentive Plan and are fully vested.
3. The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 8,000 options fully vested and 4,000 options that will vest on each of February 26, 2010 and February 26, 2011.
4. The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 4,000 options fully vested and 4,000 options that will vest on each of February 26, 2010, February 26, 2011 and February 26, 2012.
5. The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan and vest in four equal annual installments with the first installment vesting on February 24, 2010.
6. The Restricted Stock Units were granted under the Corporation's 2003 Stock Incentive Plan with 6,800 units vesting on July 17, 2010.
7. Instrument converts to common stock on a one-for one basis.
8. The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with 5,610 units vesting on each of July 28, 2009 and July 28, 2011 and 5,780 units vesting on June 28, 2013.
9. The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2010.
10. The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2011.
11. The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 24, 2012.
12. Instrument converts to common stock on a one-for-one basis and reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under rule 16b-3 on April 27, 2009.

Jacqueline Whorms for

04/30/2009

[Katherine L. Adams](#)

** 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, Katherine L. Adams, has authorized and designated each of Peter M. Kreindler, Thomas F. Larkins or Jacqueline Whorms (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: April 15, 2009

/s/ Katherine L. Adams

Katherine L. Adams