SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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						
1. Name and Address of Reporting Person [*] Adams Katherine L.		2. Date of Event Requiring Statement (Month/Day/Year) 04/27/2009		3. Issuer Name and Ticker or Trading Symbol <u>HONEYWELL INTERNATIONAL INC</u> [HON]						
(Last) 101 COLU	(Last) (First) (Middle) 101 COLUMBIA ROAD		_ 04/27/2003		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Conficer (give title Other (specify		r (N cify 6.	 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Ameliachia Line) 		
(Street) MORRISTOWN NJ 07960			-		SVP and General Counsel			Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)								
			Table I - Nor	n-Derivati	ive Securities Beneficial	ly Owned				
1. Title of Security (Instr. 4)					Amount of Securities eneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	rect (D) (Instr. 5)			
Common Stock					0	D				
Common Stock					1,102.729	I	Held in 401(k) pla		ın	
					e Securities Beneficially nts, options, convertible		-)			
				-	1		-		1	
1. Title of De	erivative Security ((e.g., puts, cal 2. Date Exercised Expiration Da (Month/Day/)	cisable and ate	3. Title and Amount of Securi Underlying Derivative Securi	ties	4. Conversio	se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
1. Title of De	erivative Security (2. Date Exerc Expiration Date	cisable and ate	3. Title and Amount of Securi Underlying Derivative Securi	ties	4. Conversio	on Ownership se Form: Direct (D)	Beneficial Ownership	
	erivative Security (Stock Options (r.	instr. 4)	2. Date Exerce Expiration Da (Month/Day/) Date	Expiration	3. Title and Amount of Securi Underlying Derivative Securi	ties ty (Instr. 4) Amount or Number of	4. Conversion or Exercise Price of Derivative	on Ownership Se Form: Direct (D) e or Indirect	Beneficial Ownership	
Employee S		instr. 4) ight to buy)	2. Date Exerce Expiration Dr (Month/Day/) Date Exercisable	Expiration Date	3. Title and Amount of Securi Underlying Derivative Securit Title	ties ty (Instr. 4) Amount or Number of Shares	4. Conversic or Exercis Price of Derivative Security	on Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Employee S Employee S	Stock Options (r.	aght to buy)	2. Date Exerc Expiration Da (Month/Day/N Date Exercisable	Expiration Date	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock	ties ty (Instr. 4) Amount or Number of Shares 15,500	4. Conversid or Exercis Price of Derivative Security 23.14	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Employee S Employee S Employee S	Stock Options (r Stock Options (r	ght to buy) ght to buy) ght to buy)	2. Date Exerc Expiration Date (Month/Day/N Date Exercisable (1) (2)	Expiration Date 03/03/2013 02/05/2014	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock	ties ty (Instr. 4) Amount or Number of Shares 15,500 25,000	4. Conversid or Exercis Price of Derivative Security 23.14 35.65	on Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Employee S Employee S Employee S	Stock Options (r Stock Options (r Stock Options (r	aght to buy) aght to buy) aght to buy) aght to buy) aght to buy)	2. Date Exercisable (Month/Day/N Date Exercisable (1) (2) (2) (2)	Expiration Date 03/03/2013 02/05/2014	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock	ties ty (Instr. 4) Amount or Number of Shares 15,500 25,000 27,500	4. Conversic or Exercis Price of Derivative Security 23.14 35.65 36.51	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D	Beneficial Ownership	
Employee S Employee S Employee S Employee S	Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r.	aght to buy) aght to buy) aght to buy) aght to buy) aght to buy) aght to buy)	2. Date Exerc Expiration Date (Month/Day/) Date Exercisable (1) (2) (2) (2) (2)	Expiration Date 03/03/2013 02/05/2014 02/1/2015	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock Common Stock	ties ty (Instr. 4) Amount or Number of Shares 15,500 25,000 27,500 30,000	4. Conversio or Exercis Price of Derivative Security 23.14 35.65 36.51 42.32	on Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D	Beneficial Ownership	
Employee 5 Employee 5 Employee 5 Employee 5 Employee 5	Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r.	ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy)	2. Date Exerc Expiration Date (Month/Day/) Date Exercisable (1) (2) (2) (2) (2) (3)	Expiration Date 03/03/2013 02/05/2014 02/01/2015 02/16/2016	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock	ties Amount or Number of Shares 15,500 25,000 27,500 30,000 16,000	4. Conversid or Exercis Price of Derivative Security 23.14 35.65 36.51 42.32 47.38	on Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D D D D D	Beneficial Ownership	
Employee 5 Employee 5 Employee 5 Employee 5 Employee 5 Employee 5	Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r.	ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy)	Date Expiration Discontrol (Month/Day/N) Date Exercisable (1) (2) (2) (2) (2) (2) (3) (4)	Expiration Date 03/03/2013 02/05/2014 02/01/2015 02/16/2016 02/25/2017	3. Title and Amount of Securit Underlying Derivative Securit Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 15,500 25,000 27,500 30,000 16,000	4. Conversio or Exercis Price of Derivative Security 23.14 35.65 36.51 42.32 47.38 58.48	on Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D D D D D D D	Beneficial Ownership	
Employee S Employee S Employee S Employee S Employee S Employee S Restricted S	Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r. Stock Options (r.	ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy)	2. Date Exerci Expiration Date Exercisable (1) (2) (2) (2) (2) (3) (4) (5)	Expiration Date 03/03/2013 02/05/2014 02/01/2015 02/16/2016 02/25/2017 02/25/2018	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 15,500 25,000 27,500 30,000 16,000 140,000	4. Conversio or Exercis Price of Derivative Security 23.14 35.65 36.51 42.32 47.38 58.48 28.35	on se Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D D D D D D D D D D D D D D D D D D D D	Beneficial Ownership	
Employee 5 Employee 5 Employee 5 Employee 5 Employee 5 Employee 5 Restricted 5 Restricted 5	Stock Options (r. Stock Units	ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy)	2. Date Exerc Expiration Date (Month/Day/) Date Exercisable (1) (2) (2) (2) (2) (2) (3) (4) (4) (5) (6)	Expiration Date 03/03/2013 02/05/2014 02/01/2015 02/16/2016 02/25/2017 02/25/2018 02/23/2019 (6)	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 15,500 25,000 27,500 30,000 16,000 16,000 140,000 6,800	4. Conversid or Exercis Price of Derivative Security 23.14 35.65 36.51 42.32 47.38 58.48 28.35 0 ⁽⁷⁾	om Ownership See Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D D D D D D D D D D D D D D D D D D D	Beneficial Ownership	
Employee 5 Employee 5 Employee 5 Employee 5 Employee 5 Employee 5 Restricted 5 Restricted 5 Restricted 5	Stock Options (r. Stock Units Stock Units	ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy)	Date Date Expiration Di (Month/Day/N) Date Exercisable (1) (2) (2) (2) (2) (3) (4) (5) (6) (8)	Expiration Date 03/03/2013 02/05/2014 02/05/2014 02/16/2016 02/25/2017 02/25/2018 02/23/2019 (6) (8)	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 15,500 25,000 27,500 30,000 16,000 140,000 6,800 17,000	4. Conversio or Exercis Price of Derivative Security 23.14 35.65 36.51 42.32 47.38 58.48 28.35 0 ⁽⁷⁾ 0 ⁽⁷⁾	om Ownership See Form: Direct (D) or Indirect or Indirect (I) (Instr. 5) D D D D D D D D D D D D D D D D D D D D D D D D D D D D	Beneficial Ownershi	
Employee S Employee S Employee S Employee S Employee S Restricted S Restricted S Restricted S	Stock Options (r. Stock Units Stock Units Stock Units	ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy) ght to buy)	2. Date Exercisable (Month/Day/) Date Exercisable (1) (2) (2) (2) (3) (4) (5) (6) (8) (9) (1) (2) (2) (2) (3) (4) (5) (6) (8) (9)	Expiration Date 03/03/2013 02/05/2014 02/01/2015 02/16/2016 02/25/2017 02/25/2018 02/23/2019 (6) (8) (9)	3. Title and Amount of Securit Underlying Derivative Securit Title Common Stock Common Stock	ities Amount or Number of Shares 15,500 25,000 27,500 30,000 16,000 16,000 140,000 6,800 17,000 3,200	4. Conversio or Exercis Price of Derivative Security 23.14 35.65 36.51 42.32 47.38 58.48 28.35 0 ⁽⁷⁾ 0 ⁽⁷⁾	on seOwnership Form: Direct (D) or Indirect (I) (Instr. 5)ID	Beneficial Ownership	

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.

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