SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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TATEMENT
Filed pu

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ursuant 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* COTE DAVID M				uer Name and Ticker <u>NEYWELL IN</u> N]					ationship of Reportin < all applicable) Director Officer (give title below)	10% C	Owner (specify		
(Last) 101 COLUMBIA	(First) ROAD	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 07/11/2014						Chairman & CEO			
(Street)		4. If A	Amendment, Date of C	Driginal	Filed ((Month/Day/Yea	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)					
MORRISTOWN	MORRISTOWN NJ 07960							X	X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)							Person	e than One Repo	orung		
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date		2. Transaction Date (Month/Day/Yea	Execution Date,		action (Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	07/11/2014		A ⁽²⁾		39.636		(2)	(2)	Common Stock	39.636	\$94.9	22,314.238	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 07/11/2014.

Jacqueline Katzel FOR David <u>M. Cote</u>

** 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 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.

07/14/2014