

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2008

Check here if Amendment [ ] ; Amendment Number: \_\_\_\_\_

This Amendment (Check only one.): [ ] is a restatement.

[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Honeywell International Inc.  
Address: P.O. Box 1219  
101 Columbia Road  
Morristown, New Jersey 07960

Form 13F File Number: 28-1879

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Harsh Bansal  
Title: Vice President - Investments of Honeywell International Inc.  
Phone: (973) 455-4502  
Signature, Place, and Date of Signing:

/s/ Harsh Bansal Morris Township, New Jersey August 4, 2008

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Harsh Bansal

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: [If there are no entries in this list, omit this section.]

Form 13F File Number	Name
NONE	

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	1
Form 13F Information Table Entry Total:	168
Form 13F Information Table Value Total:	\$1,788,015 (thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1.	28-7176	Honeywell Capital Management LLC

13F REPORT  
June 30, 2008

NAME OF REPORTING MANAGER: HONEYWELL INTERNATIONAL INC.

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7	COLUMN 8	COLUMNS 9-10		
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (x\$1000)	SHRS OR PRN AMT	SH/PRN	PUT/CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED NONE
COOPER INDUSTRIES LTD	COM	G24182100	\$ 11,455	290,000	SH	N/A	DEFINED	DEFINED	290,000	
INVESCO LTD	COM	G491BT108	\$ 14,268	595,000	SH	N/A	DEFINED	DEFINED	595,000	
LAZARD LTD	SHS A	G54050102	\$ 11,269	330,000	SH	N/A	DEFINED	DEFINED	330,000	
UTI WORLDWIDE INC	ORD	G87210103	\$ 2,593	130,000	SH	N/A	DEFINED	DEFINED	130,000	
CHECK POINT SOFTWARE TECH LT	ORD	M22465104	\$ 3,314	140,000	SH	N/A	DEFINED	DEFINED	140,000	
ROYAL CARIBBEAN CRUISES LTD	COM	V7780T103	\$ 2,584	115,000	SH	N/A	DEFINED	DEFINED	115,000	
AES CORP	COM	00130H105	\$ 4,034	210,000	SH	N/A	DEFINED	DEFINED	210,000	
AT&T INC	COM	00206R102	\$ 29,479	875,000	SH	N/A	DEFINED	DEFINED	875,000	
ABBOTT LAB	COM	002824100	\$ 17,216	325,000	SH	N/A	DEFINED	DEFINED	325,000	
ADOBE SYS INC	COM	00724F101	\$ 8,272	210,000	SH	N/A	DEFINED	DEFINED	210,000	
AFFILIATED MANAGERS GROUP INC	COM	008252108	\$ 15,310	170,000	SH	N/A	DEFINED	DEFINED	170,000	
AKAMAI TECHNOLOGIES INC	COM	00971T101	\$ 9,567	275,000	SH	N/A	DEFINED	DEFINED	275,000	
ALBEMARLE CORP	COM	012653101	\$ 3,193	80,000	SH	N/A	DEFINED	DEFINED	80,000	
ALLIANCEBERNSTEIN HOLDING LP	UNIT LTD PARTN	01881G106	\$ 9,842	180,000	SH	N/A	DEFINED	DEFINED	180,000	
AMERICAN MED SYS HLDGS INC	COM	02744M108	\$ 3,198	213,900	SH	N/A	DEFINED	DEFINED	213,900	
AMERIPRISE FINL INC	COM	03076C106	\$ 3,660	90,000	SH	N/A	DEFINED	DEFINED	90,000	
APOLLO INVT CORP	COM	03761U106	\$ 2,150	150,000	SH	N/A	DEFINED	DEFINED	150,000	
APPLE INC	COM	037833100	\$ 10,046	60,000	SH	N/A	DEFINED	DEFINED	60,000	
ATWOOD OCEANICS INC	COM	050095108	\$ 3,730	30,000	SH	N/A	DEFINED	DEFINED	30,000	
AUTODESK INC	COM	052769106	\$ 9,940	294,000	SH	N/A	DEFINED	DEFINED	294,000	
AVNET INC	COM	053807103	\$ 6,820	250,000	SH	N/A	DEFINED	DEFINED	250,000	
BAKER HUGHES INC	COM	057224107	\$ 17,468	200,000	SH	N/A	DEFINED	DEFINED	200,000	
BE AEROSPACE INC	COM	073302101	\$ 1,863	80,000	SH	N/A	DEFINED	DEFINED	80,000	
BEST BUY INC	COM	086516101	\$ 21,186	535,000	SH	N/A	DEFINED	DEFINED	535,000	
BRIGHTPOINT INC COM NEW	COM NEW	109473405	\$ 1,168	160,000	SH	N/A	DEFINED	DEFINED	160,000	
BROADCOM CORP CL A CL A	CL A	111320107	\$ 7,177	263,000	SH	N/A	DEFINED	DEFINED	263,000	
CVS CAREMARK CORP	COM	126650100	\$ 18,796	475,000	SH	N/A	DEFINED	DEFINED	475,000	
CABOT CORP COM	COM	127055101	\$ 1,337	55,000	SH	N/A	DEFINED	DEFINED	55,000	
CAMERON INTL CORP	COM	13342B105	\$ 16,052	290,000	SH	N/A	DEFINED	DEFINED	290,000	
CARDINAL HLTH INC	COM	14149Y108	\$ 25,790	500,000	SH	N/A	DEFINED	DEFINED	500,000	
CERNER CORP	COM	156782104	\$ 4,518	100,000	SH	N/A	DEFINED	DEFINED	100,000	
CHEESECAKE FACTORY INC	COM	163072101	\$ 1,114	70,000	SH	N/A	DEFINED	DEFINED	70,000	
CHEVRON CORP	COM	166764100	\$ 39,156	395,000	SH	N/A	DEFINED	DEFINED	395,000	
CISCO SYSTEMS INC	COM	17275R102	\$ 27,331	1,175,000	SH	N/A	DEFINED	DEFINED	1,175,000	
CITRIX SYS INC	COM	177376100	\$ 10,294	350,000	SH	N/A	DEFINED	DEFINED	350,000	
COACH INC	COM	189754104	\$ 4,621	160,000	SH	N/A	DEFINED	DEFINED	160,000	
COCA COLA CO	COM	191216100	\$ 8,577	165,000	SH	N/A	DEFINED	DEFINED	165,000	
COMCAST CORP NEW	CL A	20030N101	\$ 5,065	267,000	SH	N/A	DEFINED	DEFINED	267,000	
CONSTELLATION ENERGY GROUP I	COM	210371100	\$ 9,442	115,000	SH	N/A	DEFINED	DEFINED	115,000	
CORNING INC	COM	219350105	\$ 22,474	975,000	SH	N/A	DEFINED	DEFINED	975,000	
COSTCO WHSL CORP NEW	COM	22160K105	\$ 15,852	226,000	SH	N/A	DEFINED	DEFINED	226,000	
COVENTRY HEALTH CARE INC	COM	222862104	\$ 8,670	285,000	SH	N/A	DEFINED	DEFINED	285,000	
CYTEC IND	COM	232820100	\$ 10,366	190,000	SH	N/A	DEFINED	DEFINED	190,000	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5			COLUMN 6	COLUMN 7	COLUMN 8	
NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (x\$1000)	SHRS OR PRN AMT	SH/PRN	PUT/CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED NONE
DANAHER CORP	COM	235851102	\$ 23,577	305,000	SH	N/A	DEFINED	DEFINED	305,000	
DAVITA INC	COM	23918K108	\$ 10,684	201,099	SH	N/A	DEFINED	DEFINED	201,099	
DIAGEO P L C	SPON ADR NEW	25243Q205	\$ 18,578	251,500	SH	N/A	DEFINED	DEFINED	251,500	
DIAMONDROCK HOSPITALITY CO	COM	252784301	\$ 2,613	240,000	SH	N/A	DEFINED	DEFINED	240,000	
DICKS SPORTING GOODS INC	COM	253393102	\$ 13,775	776,500	SH	N/A	DEFINED	DEFINED	776,500	
DONNELLEY R R & SONS CO	COM	257867101	\$ 11,728	395,000	SH	N/A	DEFINED	DEFINED	395,000	
EMC CORP	COM	268648102	\$ 17,628	1,200,000	SH	N/A	DEFINED	DEFINED	1,200,000	
ENSOC INTL INC	COM	26874Q100	\$ 16,955	210,000	SH	N/A	DEFINED	DEFINED	210,000	
ECOLAB INC	COM	278865100	\$ 9,028	210,000	SH	N/A	DEFINED	DEFINED	210,000	
EHEALTH INC COM STK	COM	28238P109	\$ 109	6,177	SH	N/A	DEFINED	DEFINED	6,177	
EL PASO CORP	COM	28336L109	\$ 2,935	135,000	SH	N/A	DEFINED	DEFINED	135,000	
EMBARQ CORP	COM	29078E105	\$ 2,836	60,000	SH	N/A	DEFINED	DEFINED	60,000	
EMERSON ELECTRIC CO	COM	291011104	\$ 26,209	530,000	SH	N/A	DEFINED	DEFINED	530,000	
ENERGEN CORP	COM	29265N108	\$ 3,121	40,000	SH	N/A	DEFINED	DEFINED	40,000	
ENTERGY CORP NEW	COM	29364G103	\$ 14,458	120,000	SH	N/A	DEFINED	DEFINED	120,000	
EXELON CORP	COM	30161N101	\$ 26,088	290,000	SH	N/A	DEFINED	DEFINED	290,000	
F M C CORP	COM NEW	302491303	\$ 3,872	50,000	SH	N/A	DEFINED	DEFINED	50,000	
FEDERAL HOME LN MTG CORP	COM	313400301	\$ 4,100	250,000	SH	N/A	DEFINED	DEFINED	250,000	
FEDEX CORP	COM	31428X106	\$ 16,861	214,000	SH	N/A	DEFINED	DEFINED	214,000	
FIDELITY NATL INFORMATION SV	COM	31620M106	\$ 23,844	646,000	SH	N/A	DEFINED	DEFINED	646,000	
FIRSTENERGY CORP	COM	33793E107	\$ 4,940	60,000	SH	N/A	DEFINED	DEFINED	60,000	
FOUNDRY NETWORKS INC	COM	35063R100	\$ 2,364	200,000	SH	N/A	DEFINED	DEFINED	200,000	
FRANKLIN RES INC	COM	354613101	\$ 10,082	110,000	SH	N/A	DEFINED	DEFINED	110,000	
FREEPORTMCMORAN COPPER & GOLD INC	COM	35671D857	\$ 5,860	50,000	SH	N/A	DEFINED	DEFINED	50,000	
GFI GROUP INC	COM	36165Z209	\$ 2,253	250,000	SH	N/A	DEFINED	DEFINED	250,000	
GENERAL ELECTRIC CO	COM	369604103	\$ 32,028	1,200,000	SH	N/A	DEFINED	DEFINED	1,200,000	
GENZYME CORP	COM	372917104	\$ 7,922	110,000	SH	N/A	DEFINED	DEFINED	110,000	
GOOGLE INC	CL A	38259P508	\$ 7,896	15,000	SH	N/A	DEFINED	DEFINED	15,000	
GRUPO TELEVISIVA SA DE CV	SP ADR REP ORD	40049J206	\$ 11,952	506,000	SH	N/A	DEFINED	DEFINED	506,000	
HCC INS HLDGS INC	COM	404132102	\$ 2,325	110,000	SH	N/A	DEFINED	DEFINED	110,000	
HANSEN NAT CORP	COM	411310105	\$ 4,669	162,000	SH	N/A	DEFINED	DEFINED	162,000	
HARSCO CORP	COM	415864107	\$ 2,340	43,000	SH	N/A	DEFINED	DEFINED	43,000	
HARTFORD FINL SVCS GROUP INC	COM	416515104	\$ 19,371	300,000	SH	N/A	DEFINED	DEFINED	300,000	
HESS CORP	COM	42809H107	\$ 16,405	130,000	SH	N/A	DEFINED	DEFINED	130,000	
HEWLETT PACKARD CO	COM	428236103	\$ 15,474	350,000	SH	N/A	DEFINED	DEFINED	350,000	
HOLOGIC INC	COM	436440101	\$ 9,697	444,800	SH	N/A	DEFINED	DEFINED	444,800	
HOST HOTELS & RESORTS INC	COM	44107P104	\$ 8,122	595,000	SH	N/A	DEFINED	DEFINED	595,000	
ITT CORP INC	COM	450911102	\$ 16,782	265,000	SH	N/A	DEFINED	DEFINED	265,000	
IDEX CORP	COM	45167R104	\$ 3,868	105,000	SH	N/A	DEFINED	DEFINED	105,000	
INGRAM MICRO INC	CL A	457153104	\$ 3,550	200,000	SH	N/A	DEFINED	DEFINED	200,000	
INTEGRA LIFESCIENCES HLDG CORP	COM	457985208	\$ 4,448	100,000	SH	N/A	DEFINED	DEFINED	100,000	
INTEL CORP	COM	458140100	\$ 8,592	400,000	SH	N/A	DEFINED	DEFINED	400,000	
INTERCONTINENTALEXCHANGE INC	COM	45865V100	\$ 2,850	25,000	SH	N/A	DEFINED	DEFINED	25,000	
INVESTMENT TECHNOLOGY GRP NE	COM	46145F105	\$ 1,673	50,000	SH	N/A	DEFINED	DEFINED	50,000	
JPMORGAN CHASE & CO	COM	46625H100	\$ 24,017	700,000	SH	N/A	DEFINED	DEFINED	700,000	
JACKSON HEWITT TAX SVC INC	COM	468202106	\$ 1,466	120,000	SH	N/A	DEFINED	DEFINED	120,000	
KOHL'S CORP	COM	500255104	\$ 6,607	165,000	SH	N/A	DEFINED	DEFINED	165,000	
KROGER CO	COM	501044101	\$ 16,456	570,000	SH	N/A	DEFINED	DEFINED	570,000	
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	\$ 12,882	185,000	SH	N/A	DEFINED	DEFINED	185,000	
LEGG MASON INC	COM	524901105	\$ 5,228	120,000	SH	N/A	DEFINED	DEFINED	120,000	
LEHMAN BROS HLDGS INC	COM	524908100	\$ 3,962	200,000	SH	N/A	DEFINED	DEFINED	200,000	
LIFE TIME FITNESS INC	COM	53217R207	\$ 3,842	130,000	SH	N/A	DEFINED	DEFINED	130,000	
LOWES COS INC	COM	548661107	\$ 6,433	310,000	SH	N/A	DEFINED	DEFINED	310,000	
MARRIOTT INTL INC NEW	CL A	571903202	\$ 6,035	230,000	SH	N/A	DEFINED	DEFINED	230,000	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (x\$1000)	SHRS OR PRN AMT	SH/PRN	PUT/CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED NONE
MAXIM INTEGRATED PRODS INC	COM	57772K101	\$ 8,460	400,000	SH	N/A	DEFINED	DEFINED	400,000	
MERRILL LYNCH & CO INC	COM	590188108	\$ 5,708	180,000	SH	N/A	DEFINED	DEFINED	180,000	
METAVANTE TECHNOLOGIES INC	COM	591407101	\$ 1,810	80,000	SH	N/A	DEFINED	DEFINED	80,000	
MICROSOFT CORP	COM	594918104	\$ 30,261	1,100,000	SH	N/A	DEFINED	DEFINED	1,100,000	
MICROCHIP TECHNOLOGY INC	COM	595017104	\$ 3,359	110,000	SH	N/A	DEFINED	DEFINED	110,000	
MICRON TECH INC	COM	595112103	\$ 10,482	1,747,000	SH	N/A	DEFINED	DEFINED	1,747,000	
MOLSON COORS BREWING CO	CL B	60871R209	\$ 4,890	90,000	SH	N/A	DEFINED	DEFINED	90,000	
MORGAN STANLEY	COM NEW	617446448	\$ 22,544	625,000	SH	N/A	DEFINED	DEFINED	625,000	
NII HLDGS INC	CL B NEW	62913F201	\$ 12,822	270,000	SH	N/A	DEFINED	DEFINED	270,000	
NYMEX HLDGS INC	COM	62948N104	\$ 8,448	100,000	SH	N/A	DEFINED	DEFINED	100,000	
NASDAQ OMX GROUP INC	COM	631103108	\$ 8,496	320,000	SH	N/A	DEFINED	DEFINED	320,000	
NATL FINL PARTNERS CORP	COM	63607P208	\$ 7,631	385,000	SH	N/A	DEFINED	DEFINED	385,000	
NEWS CORP	CL A	65248E104	\$ 16,469	1,095,000	SH	N/A	DEFINED	DEFINED	1,095,000	
NOKIA CORP	SPONSORED ADR	654902204	\$ 6,740	275,000	SH	N/A	DEFINED	DEFINED	275,000	
NORDSTROM INC	COM	655664100	\$ 10,302	340,000	SH	N/A	DEFINED	DEFINED	340,000	
NORTHERN TRUST CORP	COM	665859104	\$ 8,571	125,000	SH	N/A	DEFINED	DEFINED	125,000	
NSTAR	COM	67019E107	\$ 5,512	163,000	SH	N/A	DEFINED	DEFINED	163,000	
NUANCE COMMUNICATIONS INC	COM	67020Y100	\$ 1,802	115,000	SH	N/A	DEFINED	DEFINED	115,000	
NVIDIA CORP	COM	67066G104	\$ 2,059	110,000	SH	N/A	DEFINED	DEFINED	110,000	
OCCIDENTAL PETE CORP	COM	674599105	\$ 19,769	220,000	SH	N/A	DEFINED	DEFINED	220,000	
OCEANEERING INTL INC	COM	67523Z102	\$ 3,852	50,000	SH	N/A	DEFINED	DEFINED	50,000	
O REILLY AUTOMOTIVE INC	COM	686091109	\$ 14,818	663,000	SH	N/A	DEFINED	DEFINED	663,000	
PG & E CORP	COM	69331C108	\$ 4,564	115,000	SH	N/A	DEFINED	DEFINED	115,000	
PATTERSON COS INC	COM	70339S103	\$ 14,989	510,000	SH	N/A	DEFINED	DEFINED	510,000	
PEOPLES UTD FINL INC	COM	712704105	\$ 2,730	175,000	SH	N/A	DEFINED	DEFINED	175,000	
PEPSICO INC	COM	713448108	\$ 32,304	508,000	SH	N/A	DEFINED	DEFINED	508,000	
PETROLEO BRASILEIRO SA PETRO	SPONSORED ADR	71654V408	\$ 7,083	100,000	SH	N/A	DEFINED	DEFINED	100,000	
PETSMART INC	COM	716768106	\$ 13,771	690,300	SH	N/A	DEFINED	DEFINED	690,300	
PHILIP MORRIS INTL INC	COM	718172109	\$ 14,076	285,000	SH	N/A	DEFINED	DEFINED	285,000	
POLYCOM INC	COM	73172K104	\$ 4,263	175,000	SH	N/A	DEFINED	DEFINED	175,000	
PRIDE INTL INC DEL	COM	74153Q102	\$ 7,566	160,000	SH	N/A	DEFINED	DEFINED	160,000	
PRINCIPAL FINL GROUP INC	COM	74251V102	\$ 1,469	35,000	SH	N/A	DEFINED	DEFINED	35,000	
PROCTER & GAMBLE CO	COM	742718109	\$ 28,763	473,000	SH	N/A	DEFINED	DEFINED	473,000	
PROS HLDGS INC	COM	74346Y103	\$ 180	16,000	SH	N/A	DEFINED	DEFINED	16,000	
PRUDENTIAL FINL INC	COM	744320102	\$ 23,000	385,000	SH	N/A	DEFINED	DEFINED	385,000	
PSYCHIATRIC SOLUTIONS INC	COM	74439H108	\$ 3,845	101,600	SH	N/A	DEFINED	DEFINED	101,600	
QUALCOMM INC	COM	74752S103	\$ 28,840	650,000	SH	N/A	DEFINED	DEFINED	650,000	
QUEST DIAGNOSTICS INC	COM	74834L100	\$ 20,600	425,000	SH	N/A	DEFINED	DEFINED	425,000	
QUESTAR CORP	COM	748356102	\$ 12,432	175,000	SH	N/A	DEFINED	DEFINED	175,000	
ROCKWELL COLLINS INC	COM	774341101	\$ 15,587	325,000	SH	N/A	DEFINED	DEFINED	325,000	
ROPER INDS INC NEW	COM	776696106	\$ 2,635	40,000	SH	N/A	DEFINED	DEFINED	40,000	
SEI INVTs CO	COM	784117103	\$ 3,881	165,000	SH	N/A	DEFINED	DEFINED	165,000	
SANDISK CORP	COM	80004C101	\$ 2,431	130,000	SH	N/A	DEFINED	DEFINED	130,000	
SCHERINGPLOUGH CORP	COM	806605101	\$ 9,648	490,000	SH	N/A	DEFINED	DEFINED	490,000	
SEALED AIR CORP NEW	COM	81211K100	\$ 10,170	535,000	SH	N/A	DEFINED	DEFINED	535,000	
SMITH INTL INC	COM	832110100	\$ 8,314	100,000	SH	N/A	DEFINED	DEFINED	100,000	
SOUTHERN CO	COM	842587107	\$ 1,746	50,000	SH	N/A	DEFINED	DEFINED	50,000	
STAPLES INC	COM	855030102	\$ 32,656	1,375,000	SH	N/A	DEFINED	DEFINED	1,375,000	
STATE STREET CORP	COM	857477103	\$ 10,866	169,800	SH	N/A	DEFINED	DEFINED	169,800	
SYNOPSIS INC	COM	871607107	\$ 7,173	300,000	SH	N/A	DEFINED	DEFINED	300,000	
TD AMERITRADE HLDG CORP	COM	87236Y108	\$ 4,523	250,000	SH	N/A	DEFINED	DEFINED	250,000	
TJX COS INC NEW	COM	872540109	\$ 11,767	373,900	SH	N/A	DEFINED	DEFINED	373,900	
TAIWAN SEMICONDUCTOR MFG LTD	SPONSORED ADR	874039100	\$ 8,728	800,000	SH	N/A	DEFINED	DEFINED	800,000	
TECH DATA CORP	COM	878237106	\$ 3,050	90,000	SH	N/A	DEFINED	DEFINED	90,000	

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NAME OF ISSUER	TITLE OF CLASS	CUSIP NUMBER	VALUE (x\$1000)	SHRS OR PRN AMT	SH/PRN	PUT/CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING SOLE	AUTHORITY SHARED NONE
TEVA PHARMACEUTICAL										
INDS LTD	ADR	881624209	\$ 10,534	230,000	SH	N/A	DEFINED	DEFINED	230,000	
TEXTRON INC COM	COM	883203101	\$ 11,503	240,000	SH	N/A	DEFINED	DEFINED	240,000	
THERMO FISHER CORP	COM	883556102	\$ 28,701	515,000	SH	N/A	DEFINED	DEFINED	515,000	
TOTAL SA	SPONSORED ADR	89151E109	\$ 38,798	455,000	SH	N/A	DEFINED	DEFINED	455,000	
URS CORP NEW	COM	903236107	\$ 2,938	70,000	SH	N/A	DEFINED	DEFINED	70,000	
ULTA SALON COSMETICS										
& FRAG I	COM	90384S303	\$ 693	61,679	SH	N/A	DEFINED	DEFINED	61,679	
UNITED NAT FOODS INC	COM	911163103	\$ 3,506	180,000	SH	N/A	DEFINED	DEFINED	180,000	
UNITED TECHNOLOGIES CORP	COM	913017109	\$ 30,233	490,000	SH	N/A	DEFINED	DEFINED	490,000	
UNITEDHEALTH GROUP INC	COM	91324P102	\$ 8,006	305,000	SH	N/A	DEFINED	DEFINED	305,000	
VCA ANTECH INC	COM	918194101	\$ 13,890	500,000	SH	N/A	DEFINED	DEFINED	500,000	
VERIZON COMMUNICATIONS	COM	92343V104	\$ 22,125	625,000	SH	N/A	DEFINED	DEFINED	625,000	
VNUS MED TECHNOLOGIES INC	COM	928566108	\$ 88	4,373	SH	N/A	DEFINED	DEFINED	4,373	
WATERS CORP	COM	941848103	\$ 21,285	330,000	SH	N/A	DEFINED	DEFINED	330,000	
WELLPOINT INC	COM	94973V107	\$ 7,149	150,000	SH	N/A	DEFINED	DEFINED	150,000	
WESCO INTL INC	COM	95082P105	\$ 2,402	60,000	SH	N/A	DEFINED	DEFINED	60,000	
WESTN DIGITAL CORP	COM	958102105	\$ 2,762	80,000	SH	N/A	DEFINED	DEFINED	80,000	
WILLIAMS CO INC	COM	969457100	\$ 13,302	330,000	SH	N/A	DEFINED	DEFINED	330,000	

\$1,788,015 50,046,628