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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 8-K**

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934  
DATE OF REPORT – July 29, 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 8.01 Other Events

On July 29, 2011, Honeywell International Inc. (“Honeywell”) completed the previously reported sale of its Consumer Products Group automotive aftermarket business to Rank Group Limited for approximately \$950 million.

Honeywell issued a press release on July 29, 2011 regarding the completion of this disposition, a copy of which is attached as Exhibit 99.1 to this report.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press release dated July 29, 2011, issued by Honeywell.
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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: July 29, 2011

HONEYWELL INTERNATIONAL INC.

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

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**Honeywell***News Release*

## Contacts:

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**HONEYWELL COMPLETES SALE OF ITS CONSUMER PRODUCTS GROUP BUSINESS TO RANK GROUP LIMITED**

*Divestiture Consistent with Honeywell's Focus on High Growth, Global Technologies*

**MORRIS TOWNSHIP, N.J., July 29, 2011** –Honeywell (NYSE: HON) today announced it has completed the sale of its Consumer Products Group (CPG) business to Rank Group Limited in a cash transaction valued at approximately \$950 million.

The CPG business includes four leading consumer automotive brands: FRAM® filters, Prestone® antifreeze, Autolite® spark plugs, and Holts® car care products. CPG had reported 2010 sales of approximately \$1 billion within Honeywell's Transportation Systems segment.

Rank Group is a New Zealand-based private company which invests across a variety of industries and aims to build and grow leading global businesses, including Reynolds Group Holdings, one of the largest packaging companies in the world.

Honeywell International ([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 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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