

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>COTE DAVID M</u> (Last) (First) (Middle) <u>101 COLUMBIA ROAD</u> (Street) <u>MORRIS TOWNSHIP NJ 07962</u> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>HONEYWELL INTERNATIONAL INC [ HON ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman &amp; CEO</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>11/11/2014</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	11/11/2014		M		600,000	A	\$36.51	903,797.4 <sup>(1)</sup>	D	
Common Stock	11/11/2014		F <sup>(2)</sup>		416,166	D	\$97.17	487,631.4	D	
Common Stock								388,833.6 <sup>(1)</sup>	I	Held in a grantor retained annuity trust
Common Stock								23,174.308	I	Held in 401(k) plan
Common Stock								76,802	I	Held in trust

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

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				
Employee Stock Options	\$36.51	11/11/2014		M			600,000	<sup>(3)</sup>	02/01/2015 <sup>(4)</sup>	Common Stock	600,000	\$0	0	D	

**Explanation of Responses:**

- Reflects a contribution of shares of common stock to a grantor retained annuity trust in November 2013 and an annuity payment from that trust to Mr. Cote in November 2014, each of which was exempt from reporting pursuant to Rule 16a-13.
- On November 11, 2014, Mr. Cote exercised 600,000 Employee Stock Options and, under the net settlement provisions of the stock option, 416,166 shares of common stock were withheld in payment of the exercise price and related taxes. Following the exercise, Mr. Cote remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares withheld to cover the exercise price and taxes) for at least one year.
- The Employee Stock Options were granted under the Company's 2003 Stock Incentive Plan with 240,000 vesting on 1/1/06 and 180,000 vesting each on 1/1/07 and 1/1/08.
- These stock options, if not exercised, would have expired within three months.

/s/ Jeffrey Neuman for David M. Cote 11/13/2014

\*\* 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.