

FORM 4

OMB APPROVAL

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

(Print or Type Responses)

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person\* Johnson Robert D. (Last) (First) (Middle) 2. Issuer Name and Ticker or Trading Symbol Honeywell International Inc. (HON) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year February 7, 2003 c/o Honeywell International Inc. 1944 E. Sky Harbor Circle (Street) 5. If Amendment, Date of Original (Month/Day/Year) Phoenix AZ 85034 (City) (State) (Zip)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) President and Chief Executive Officer Aerospace 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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

Table with 5 columns: 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). Sub-headers for 4: Code, V, Amount, (A) or (D), Price.

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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)
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(Over)

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)	
				Code	V	(A)	(D)
Supplemental Savings Plan Interests	1 for 1	2/7/03		A		50.462	
Employee Options	23.93	2/7/03		A		150,000	

6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Jan after Termination	N/A	Common Stock	50.462	23.78	148.176
(2)	2/6/13	Common Stock	150,000		150,000

10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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D	

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Explanation of Responses:

(1) Reflects phantom shares of Common Stock represented by Company Contributions to my account under the Executive Supplemental Savings Plan, an 'Excess Benefit Plan' under Rule 16b-3, on 2/7/03.

(2) The Employee Options were granted under the Corporations 1993 Stock Plan with 60,000 vesting on 1/1/04 and 45,000 vesting each on 1/1/05 and 1/1/06.

/s/ Gail E. Lehman

February 11, 2003

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\*\*Signature of Reporting Person  
FOR ROBERT D. JOHNSON

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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 Crime 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.