Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

HONEYW Form 4 April 21, 2	ELL INTERNATI	ONAL IN	ĨĊ								
FOR	М Л								PPROVAL		
	UNITED	STATES		RITIES A	N OMB Number:	3235-0287					
if no lo subjec	t to STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF									
Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Section 16. Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940									•		
(Print or Typ	e Responses)										
				er Name and YWELL] [ON]		Trading ATIONAI	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 101 COLUMBIA ROAD				of Earliest T Day/Year) 2008	ransaction		X_ Director 10% Owner Officer (give title Other (specify below) below)				
			endment, D onth/Day/Yea	-	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
MORRIS	TOWN, NJ 07960						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	dly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3. Transactio Code	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Reminder: R	eport on a separate line	e for each cla	ass of sec	urities bene	Perso	ns who res	spond to the colle ained in this form	n are not	SEC 1474 (9-02)		
							ond unless the fo ntly valid OMB co				

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation (Phantom Shares)	<u>(1)</u>	04/17/2008		A <u>(2)</u>		12.195		(2)	(2)	Common Stock	12.195

Reporting Owners

Shinseki

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
SHINSEKI ERIC K 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	Х							
Signatures								
Jacqueline Whorms FOR Eric I	К.	04/2	1/2008					

**Signature of Reporting Person

Explanation of Responses:

- * 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).

Date

- (1) Instrument converts to common stock on a one-for-one basis.
- (2) Phantom shares are accrued under the Deferred Compensation Plan for Non-Employee Directors and will be settled in cash following retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.