#### HONEYWELL INTERNATIONAL INC

Form 4 April 29, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

STAFFORD JOHN R

Symbol

HONEYWELL INTERNATIONAL

(Check all applicable)

INC [HON]

(Last)

(Middle)

3. Date of Earliest Transaction

X\_ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 04/28/2008

101 COLUMBIA ROAD

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MORRISTOWN, NJ 07960

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following Reported Transaction(s)

(A) or Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Code (Month/Day/Year) Security or Exercise Securities any

7. Title and Amount

Underlying Securitie

(Instr. 3 and 4)

### Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

	· · · · · · · · · · · · · · · · · · ·						
Derivative	(A) or						
Security	Disposed of						
		(D)					
		(Instr. 3, 4,					
		and 5)					
	Code V	(A) (D)	Date	Expiration	Title	Amou	
			Exercisable	Date		or	
						Numbe	
						of	
						Shares	

 $A^{(1)}$ 

5,000

Common

Stock

5,00

04/27/2018

(1)

(Month/Day/Year) (Instr. 8) Acquired

# **Reporting Owners**

\$60.59

Price of

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
STAFFORD JOHN R 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	X					

04/28/2008

# **Signatures**

Non-Qualified

**Options** 

(Instr. 3)

Jacqueline Whorms for John R. 04/29/2008 Stafford

\*\*Signature of Reporting Person Date

### **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).
- (1) Represents exempt grant of non-qualified stock options under the 2006 Stock Plan for Non-Employee Directors and vest in four equal annual installments, with the first installment vesting on 4/1/2009.

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.

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