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

OMB APPROVAL OMB

3235-0287 Number:

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January 31, 2005

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Check this box

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WRIGHT MICHAEL W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HONEYWELL INTERNATIONAL

(Check all applicable)

INC [HON]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

X_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

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

101 COLUMBIA ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person

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

MORRISTOWN, NJ 07960

1.Title of

Security

(Instr. 3)

Form filed by More than One Reporting Person

Following

(City) (State)

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities

(Instr. 3, 4 and 5)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership (I)

(Instr. 4)

(Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Execution Date, if

(Month/Day/Year)

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 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Securitie Code (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Securities any

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

 $A^{(1)}$

5,000

Common

Stock

5,00

(1)

04/27/2018

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

Reporting Owners

\$60.59

Price of

Reporting Owner Name / Address Relationships

04/28/2008

Director 10% Owner Officer Other

WRIGHT MICHAEL W 101 COLUMBIA ROAD X MORRISTOWN, NJ 07960

Signatures

Non-Qualified

Options

(Instr. 3)

Jacqueline Whorms for Michael W. Wright 04/29/2008

**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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