HONEYWELL INTERNATIONAL INC
Form 10-Q
October 16, 2015
United States

Securities and Exchange Commission

Washington, D.C. 20549

Form 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ______ to _____

Commission file number 1-8974

Honeywell International Inc.
(Exact name of registrant as specified in its charter)

Delaware	22-2640650
(State or other jurisdiction of	(I.R.S. Employer

incorporation or organization)	Identification No.)
115 Tabor Road Morris Plains, New Jersey	07950
(Address of principal executive offices)	(Zip Code)

(973) 455-2000
(Registrant’s telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year,
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of “accelerated filer,” “large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer o Non-Accelerated filer o Smaller reporting company o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

There were 770,691,419 shares of Common Stock outstanding at September 30, 2015.

Honeywell International Inc.

Index

Part I.	**Financial Information**	**Page No.**
Item 1.	Financial Statements:	
	Consolidated Statement of Operations (unaudited) – Three and Nine Months Ended September 30, 2015 and 2014	3
	Consolidated Statement of Comprehensive Income (unaudited) – Three and Nine Months Ended September 30, 2015 and 2014	4
	Consolidated Balance Sheet (unaudited) – September 30, 2015 and December 31, 2014	5
	Consolidated Statement of Cash Flows (unaudited) – Nine Months Ended September 30, 2015 and 2014	6
	Notes to Financial Statements (unaudited)	7
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	21
Item 3.	Quantitative and Qualitative Disclosures About Market Risks	29
Item 4.	Controls and Procedures	29
Part II.	**Other Information**	
Item 1.	Legal Proceedings	29
Item 2.	Changes in Securities and Use of Proceeds	30
Item 6.	Exhibits	30
Signatures		31

Cautionary Statement about Forward-Looking Statements

This report contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are those that address activities, events or developments that we or our management intends, expects, projects, believes or anticipates will or may occur in the future. They are based on management's assumptions and assessments in the light of past experience and trends, current economic and industry conditions, expected future developments and other relevant factors. They are not guarantees of future performance, and actual results, developments and business decisions may differ from those envisaged by our forward-looking statements. Our forward-looking statements are also subject to risks and uncertainties, which can affect our performance in both the near- and long-term. These forward-looking statements should be considered in the light of the information included in this report and our other filings with the Securities and Exchange Commission, including, without limitation, the Risk Factors, as well as the description of trends and other factors in Management's Discussion and Analysis of Financial Condition and Results of Operations, set forth in our 2014 Annual Report on Form 10-K.

PART I. FINANCIAL INFORMATION

The financial statements and related footnotes as of September 30, 2015 should be read in conjunction with the financial statements for the year ended December 31, 2014 contained in our 2014 Annual Report on Form 10-K.

ITEM 1. FINANCIAL STATEMENTS

Honeywell International Inc.

Consolidated Statement of Operations

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
	(Dollars in millions, except per share amounts)			
Product sales	$7,573	$8,090	$22,735	$24,213
Service sales	2,038	2,018	5,864	5,827
Net sales	9,611	10,108	28,599	30,040
Costs, expenses and other				
Cost of products sold	5,372	5,860	16,126	17,686
Cost of services sold	1,282	1,268	3,704	3,705
	6,654	7,128	19,830	21,391
Selling, general and administrative expenses	1,202	1,344	3,674	4,058
Other (income) expense	(24)	(21)	(64)	(159)
Interest and other financial charges	72	77	226	236
	7,904	8,528	23,666	25,526
Income before taxes	1,707	1,580	4,933	4,514
Tax expense	431	388	1,289	1,160
Net income	1,276	1,192	3,644	3,354
Less: Net income attributable to the noncontrolling interest	12	25	70	71
Net income attributable to Honeywell	$1,264	$1,167	$3,574	$3,283
Earnings per share of common stock - basic	$1.62	$1.49	$4.57	$4.18
Earnings per share of common stock - assuming dilution	$1.60	$1.47	$4.51	$4.13

Cash dividends per share of common stock	$0.5175	$0.4500	$1.5525	$1.3500

The Notes to Financial Statements are an integral part of this statement.

Honeywell International Inc.

Consolidated Statement of Comprehensive Income

(Unaudited)

	Three Months Ended September 30, 2015	Three Months Ended September 30, 2014	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014
	(Dollars in millions)			
Net income	$1,276	$1,192	$3,644	$3,354
Other comprehensive income (loss), net of tax				
Foreign exchange translation adjustment	(383)	(545)	(893)	(484)
Actuarial losses	-	-	(17)	-
Actuarial losses recognized	5	4	15	12
Prior service credits recognized	(1)	-	(4)	-
Transition obligation recognized	-	-	-	1
Settlements and curtailments	2	-	2	-
Pension and other postretirement benefits adjustments	6	4	(4)	13
Unrealized gains (losses)	-	(6)	-	(8)
Less: Reclassification adjustment for gains included in net income	-	-	-	71
Changes in fair value of available for sale investments	-	(6)	-	(79)
Effective portion of cash flow hedges recognized in other comprehensive income (loss)	(8)	(3)	60	18
Less: Reclassification adjustment for gains (losses) included in net income	19	6	77	5
Changes in fair value of effective cash flow hedges	(27)	(9)	(17)	13
Other comprehensive income (loss), net of tax	(404)	(556)	(914)	(537)
Comprehensive income	872	636	2,730	2,817
Less: Comprehensive income attributable to the noncontrolling interest	8	26	66	70
Comprehensive income attributable to Honeywell	$864	$610	$2,664	$2,747

The Notes to Financial Statements are an integral part of this statement.

Honeywell International Inc.

Consolidated Balance Sheet

(Unaudited)

	September 30, 2015	December 31, 2014
	(Dollars in millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	$6,563	$6,959
Accounts, notes and other receivables	7,936	7,960
Inventories	4,441	4,405
Deferred income taxes	739	722
Investments and other current assets	3,800	2,145
Total current assets	23,479	22,191
Investments and long-term receivables	471	465
Property, plant and equipment - net	5,451	5,383
Goodwill	12,684	12,788
Other intangible assets - net	2,071	2,208
Insurance recoveries for asbestos related liabilities	414	454
Deferred income taxes	329	404
Other assets	1,726	1,558
Total assets	$46,625	$45,451
LIABILITIES		
Current liabilities:		
Accounts payable	$5,363	$5,365
Short-term borrowings	4	51
Commercial paper	3,696	1,647
Current maturities of long-term debt	1,268	939
Accrued liabilities	6,036	6,771
Total current liabilities	16,367	14,773
Long-term debt	5,599	6,046
Deferred income taxes	499	236
Postretirement benefit obligations other than pensions	892	911
Asbestos related liabilities	1,198	1,200

Other liabilities	3,903	4,282
Redeemable noncontrolling interest	271	219
SHAREOWNERS' EQUITY		
Capital - common stock issued	958	958
- additional paid-in capital	5,292	5,038
Common stock held in treasury, at cost	(11,550)	(9,995)
Accumulated other comprehensive loss	(2,373)	(1,459)
Retained earnings	25,433	23,115
Total Honeywell shareowners' equity	17,760	17,657
Noncontrolling interest	136	127
Total shareowners' equity	17,896	17,784
Total liabilities, redeemable noncontrolling interest and shareowners' equity	$46,625	$45,451

The Notes to Financial Statements are an integral part of this statement.

Honeywell International Inc.

Consolidated Statement of Cash Flows

(Unaudited)

	Nine Months Ended September 30, 2015	2014
	(Dollars in millions)	
Cash flows from operating activities:		
Net income	$3,644	$3,354
Less: Net income attributable to the noncontrolling interest	70	71
Net income attributable to Honeywell	3,574	3,283
Adjustments to reconcile net income attributable to Honeywell to net cash provided by operating activities:		
Depreciation	503	499
Amortization	158	199
(Gain) loss on sale of non-strategic businesses and assets	(1)	11
Gain on sale of available for sale investments	-	(105)
Repositioning and other charges	393	453
Net payments for repositioning and other charges	(329)	(301)
Pension and other postretirement income	(269)	(150)
Pension and other postretirement benefit payments	(84)	(123)
Stock compensation expense	132	143
Deferred income taxes	284	255
Excess tax benefits from share based payment arrangements	(69)	(71)
Other	90	(207)
Changes in assets and liabilities, net of the effects of acquisitions and divestitures:		
Accounts, notes and other receivables	52	(529)
Inventories	(20)	(279)
Other current assets	(111)	181
Accounts payable	(13)	154
Accrued liabilities	(795)	(151)
Net cash provided by operating activities	3,495	3,262
Cash flows from investing activities:		
Expenditures for property, plant and equipment	(685)	(680)
Proceeds from disposals of property, plant and equipment	3	12
Increase in investments	(5,701)	(3,139)
Decrease in investments	4,050	2,124
Cash paid for acquisitions, net of cash acquired	(185)	(4)
Proceeds from sales of businesses, net of fees paid	3	157
Other	(69)	(109)
Net cash used for investing activities	(2,584)	(1,639)
Cash flows from financing activities:		

Net increase in commercial paper	2,049	550
Net decrease in short-term borrowings	(38)	(5)
Proceeds from issuance of common stock	150	206
Proceeds from issuance of long-term debt	48	79
Payments of long-term debt	(148)	(607)
Excess tax benefits from share based payment arrangements	69	71
Repurchases of common stock	(1,721)	(689)
Cash dividends paid	(1,261)	(1,101)
Other	-	(7)
Net cash used for financing activities	(852)	(1,503)
Effect of foreign exchange rate changes on cash and cash equivalents	(455)	(114)
Net (decrease) increase in cash and cash equivalents	(396)	6
Cash and cash equivalents at beginning of period	6,959	6,422
Cash and cash equivalents at end of period	$6,563	$6,428

The Notes to Financial Statements are an integral part of this statement.

6

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Note 1. Basis of Presentation

In the opinion of management, the accompanying unaudited consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position of Honeywell International Inc. and its consolidated subsidiaries (Honeywell or the Company) at September 30, 2015, the results of operations for the quarter and nine months ended September 30, 2015 and 2014 and the cash flows for the nine months ended September 30, 2015 and 2014. The results of operations for the three and nine months ended September 30, 2015 should not necessarily be taken as indicative of the results of operations expected for the entire year.

We report our quarterly financial information using a calendar convention; the first, second and third quarters are consistently reported as ending on March 31, June 30 and September 30. It has been our practice to establish actual quarterly closing dates using a predetermined fiscal calendar, which requires our businesses to close their books on a Saturday in order to minimize the potentially disruptive effects of quarterly closing on our business processes. The effects of this practice are generally not significant to reported results for any quarter and only exist within a reporting year. If differences in actual closing dates are material to year-over-year comparisons of quarterly or year-to-date results, we provide appropriate disclosures. Our actual closing dates for the three and nine months ended September 30, 2015 and 2014 were September 26, 2015 and September 27, 2014.

Note 2. Recent Accounting Pronouncements

The Company considers the applicability and impact of all accounting standard updates (ASUs). ASUs not listed below were assessed and determined to be either not applicable or are expected to have minimal impact on our consolidated financial position or results of operations.

In May 2014, the Financial Accounting Standards Board (FASB) issued guidance on revenue from contracts with customers that will supersede most current revenue recognition guidance, including industry-specific guidance. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. The guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. Other major provisions include capitalization of certain contract costs, consideration of time value of money in the transaction price, and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The effective date was deferred for one year to the interim and annual periods beginning on or after December 15, 2017. Early adoption is permitted as of the original effective date – interim and annual periods beginning on or after December 15, 2016. The guidance permits the use of either a retrospective or cumulative effect transition method. We have not yet selected a transition method and are currently evaluating the impact of the amended guidance on our consolidated financial position, results of operations and related disclosures.

Note 3. Acquisition

In July 2015, the Company entered into a definitive agreement to acquire the Elster Division of Melrose Industries plc (Elster), a leading provider of thermal gas solutions for commercial, industrial, and residential heating systems and gas, water, and electricity meters, including smart meters and software and data analytics solutions, for approximately $5.1 billion. Elster had reported 2014 revenues of approximately $1.7 billion. The transaction is expected to close in the first quarter of 2016, pending regulatory reviews. The acquisition is expected to be funded with available cash and the issuance of commercial paper. Elster will primarily be integrated into our Automation and Control Solutions segment.

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Note 4. Repositioning and Other Charges

A summary of repositioning and other charges follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Severance	$63	$21	$138	$103
Asset impairments	1	1	9	12
Exit costs	1	1	3	13
Reserve adjustments	(31)	(2)	(43)	(11)
Total net repositioning charge	34	21	107	117
Asbestos related litigation charges, net of insurance	50	49	142	148
Probable and reasonably estimable environmental liabilities	49	52	144	186
Other	-	-	-	2
Total net repositioning and other charges	$133	$122	$393	$453

The following table summarizes the pretax distribution of total net repositioning and other charges by income statement classification:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Cost of products and services sold	$129	$112	$363	$413
Selling, general and administrative expenses	4	10	30	40
	$133	$122	$393	$453

The following table summarizes the pretax impact of total net repositioning and other charges by segment:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Aerospace	$38	$52	$134	$178
Automation and Control Solutions	28	14	67	65
Performance Materials and Technologies	9	2	30	22
Corporate	58	54	162	188
	$133	$122	$393	$453

In the quarter ended September 30, 2015, we recognized repositioning charges totaling $65 million primarily for severance costs related to workforce reductions of 902 manufacturing and administrative positions across our segments. The workforce reductions were primarily related to cost savings actions taken in connection with our productivity and ongoing functional transformation initiatives. The previously established accruals of $31 million for severance were returned to income as a result of higher attrition than anticipated in prior severance programs resulting in lower required severance payments, and changes in the scope of previously announced repositioning actions.

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

In the quarter ended September 30, 2014, we recognized repositioning charges totaling $23 million primarily for severance costs related to workforce reductions of 336 manufacturing and administrative positions primarily in Automation and Control Solutions (ACS) and Performance Materials and Technologies (PMT). The workforce reductions were primarily related to cost savings actions taken in connection with our productivity and ongoing functional transformation initiatives and a factory transition in ACS to a more cost-effective location.

In the nine months ended September 30, 2015, we recognized repositioning charges totaling $150 million primarily for severance costs related to workforce reductions of 4,882 manufacturing and administrative positions across our segments. The workforce reductions were primarily related to cost savings actions taken in connection with our productivity and ongoing functional transformation initiatives and outsourcing of certain component manufacturing in ACS. The previously established accruals of $43 million, primarily for severance, were returned to income as a result of higher attrition than anticipated in prior severance programs resulting in lower required severance payments, and changes in the scope of previously announced repositioning actions.

In the nine months ended September 30, 2014, we recognized repositioning charges totaling $128 million including severance costs of $103 million related to workforce reductions of 2,069 manufacturing and administrative positions across our segments. The workforce reductions were primarily related to cost savings actions taken in connection with our productivity and ongoing functional transformation initiatives, factory transitions in ACS to more cost-effective locations, site consolidations and organizational realignments of businesses in ACS and PMT. The repositioning charge includes asset impairments of $12 million primarily related to manufacturing plant and equipment associated with site consolidations and factory transitions. The repositioning charge also includes exit costs of $13 million primarily related to closure obligations and costs for early termination of lease contracts associated with site consolidations and factory transitions. The previously established accruals of $11 million, primarily for severance, mainly in ACS, were returned to income as a result of higher attrition than anticipated in prior severance programs resulting in lower required severance payments.

The following table summarizes the status of our total repositioning reserves:

	Severance Costs	Asset Impairments	Exit Costs	Total
December 31, 2014	$ 285	$ -	$30	$315
Charges	138	9	3	150
Usage - cash	(67)	-	(10)	(77)

Usage - noncash	-	(9)	-	(9)
Foreign currency translation	(7)	-	(2)	(9)
Adjustments	(39)	-	(4)	(43)
September 30, 2015	$ 310	$ -	$17	$327

Certain repositioning projects in 2015 and 2014 included exit or disposal activities, the costs related to which will be recognized in future periods when the actual liability is incurred. Such exit and disposal costs are not expected to be significant.

Note 5. Earnings Per Share

	Three Months Ended September 30,		Nine Months Ended September 30,	
Basic	2015	2014	2015	2014
Net income attributable to Honeywell	$1,264	$1,167	$3,574	$3,283
Weighted average shares outstanding	780.4	784.5	782.5	784.6
Earnings per share of common stock	$1.62	$1.49	$4.57	$4.18

9

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Assuming Dilution	Three Months Ended September 30, 2015	2014	Nine Months Ended September 30, 2015	2014
Net income attributable to Honeywell	$1,264	$1,167	$3,574	$3,283
Average Shares				
Weighted average shares outstanding	780.4	784.5	782.5	784.6
Dilutive securities issuable - stock plans	9.1	10.5	9.6	11.0
Total weighted average shares outstanding	789.5	795.0	792.1	795.6
Earnings per share of common stock	$1.60	$1.47	$4.51	$4.13

The diluted earnings per share calculations exclude the effect of stock options when the options' assumed proceeds exceed the average market price of the common shares during the period. For the three and nine months ended September 30, 2015, the weighted average number of stock options excluded from the computations were 7.0 million and 7.3 million. For the three and nine months ended September 30, 2014, the weighted average number of stock options excluded from the computations were 5.6 million and 4.5 million. These stock options were outstanding at the end of each period.

Note 6. Accounts, Notes and Other Receivables

	September 30, 2015	December 31, 2014
Trade	$ 7,765	$ 7,788
Other	426	445
	8,191	8,233
Less: Allowance for doubtful accounts	(255)	(273)
	$ 7,936	$ 7,960

Trade receivables include $1,717 and $1,636 million of unbilled balances under long-term contracts as of September 30, 2015 and December 31, 2014.

Note 7. Inventories

	September 30, 2015	December 31, 2014
Raw materials	$ 1,068	$ 1,124
Work in process	843	815
Finished products	2,646	2,634
	4,557	4,573
Reduction to LIFO cost basis	(116)	(168)
	$ 4,441	$ 4,405

10

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Note 8. Long-term Debt

	September 30, 2015	December 31, 2014
Floating rate notes due 2015	$ 700	$ 700
5.40% notes due 2016	400	400
5.30% notes due 2017	400	400
5.30% notes due 2018	900	900
5.00% notes due 2019	900	900
4.25% notes due 2021	800	800
3.35% notes due 2023	300	300
5.70% notes due 2036	550	550
5.70% notes due 2037	600	600
5.375% notes due 2041	600	600
Industrial development bond obligations, floating rate maturing at various dates through 2037	30	30
6.625% debentures due 2028	216	216
9.065% debentures due 2033	51	51
Other (including capitalized leases and debt issuance costs), 0.6%-9.5% maturing at various dates through 2023	420	538
	6,867	6,985
Less: current portion	(1,268)	(939)
	$ 5,599	$ 6,046

On July 10, 2015, the Company entered into a $4 billion Amended and Restated Five Year Credit Agreement (Credit Agreement) with a syndicate of banks. Commitments under the Credit Agreement can be increased pursuant to the terms of the Credit Agreement to an aggregate amount not to exceed $4.5 billion. The Credit Agreement amends and restates the previous $4 billion five year credit agreement with substantially the same material terms and conditions. A full description of the Credit Agreement can be found in the Company's Current Report on Form 8-K, dated July 10, 2015.

On September 30, 2015, the Company entered into a $3 billion 364-Day Credit Agreement (364-Day Credit Agreement) with a syndicate of banks. The 364-Day Credit Agreement is maintained for general corporate purposes including the Elster acquisition. A full description of the 364-Day Credit Agreement can be found in the Company's Current Report on Form 8-K, dated October 1, 2015.

Note 9. Financial Instruments and Fair Value Measures

Our credit, market, foreign currency and interest rate risk management policies are described in Note 14, Financial Instruments and Fair Value Measures, of Notes to Financial Statements in our 2014 Annual Report on Form 10-K.

Financial and nonfinancial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. The following table sets forth the Company’s financial assets and liabilities that were accounted for at fair value on a recurring basis:

11

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

	September 30, 2015	December 31, 2014
Assets:		
Foreign currency exchange contracts	$ 43	$ 20
Available for sale investments	3,028	1,479
Interest rate swap agreements	104	93
Liabilities:		
Foreign currency exchange contracts	$ 50	$ 10

The foreign currency exchange contracts and interest rate swap agreements are valued using broker quotations or market transactions in either the listed or over-the-counter markets. These derivative instruments are classified within level 2 of the fair value hierarchy. The Company holds investments in certificates of deposits, time deposits and commercial paper that are designated as available for sale and are valued using market transactions in over-the-counter markets. These investments are classified within level 2 of the fair value hierarchy.

The carrying value of cash and cash equivalents, trade accounts and notes receivables, payables, commercial paper and short-term borrowings contained in the Consolidated Balance Sheet approximates fair value. The following table sets forth the Company's financial assets and liabilities that were not carried at fair value:

	September 30, 2015		December 31, 2014	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets				
Long-term receivables	$299	$286	$297	$293
Liabilities				
Long-term debt and related current maturities	$6,867	$7,535	$6,985	$7,817

The Company determined the fair value of the long-term receivables by discounting based upon the terms of the receivable and counterparty details including credit quality. These receivables are classified within level 2 of the fair value hierarchy. The Company determined the fair value of the long-term debt and related current maturities utilizing transactions in the listed markets for identical or similar liabilities. The long-term debt and related current maturities are also classified within level 2 of the fair value hierarchy.

We enter into transactions designed to provide for netting of offsetting obligations in the event of the insolvency or default of a counterparty. However, we have not elected to offset multiple contracts with a single counterparty, therefore the fair value of the derivative instruments in a loss position is not offset against the fair value of derivative instruments in a gain position.

Interest rate swap agreements are designated as hedge relationships with gains or losses on the derivative recognized in Interest and other financial charges offsetting the gains and losses on the underlying debt being hedged. For the three and nine months ended September 30, 2015, we recognized $24 million and $11 million of gains in earnings on interest rate swap agreements. For the three and nine months ended September 30, 2014, we recognized $9 million of losses and $19 million of gains in earnings on interest rate swap agreements. Gains and losses are fully offset by losses and gains on the underlying debt being hedged.

We also economically hedge our exposure to changes in foreign exchange rates principally with forward contracts. These contracts are marked-to-market with the resulting gains and losses recognized in earnings offsetting the gains and losses on the non-functional currency denominated monetary assets and liabilities being hedged. We recognized $72 million of income and $66 million of expense in Other (income) expense for the three and nine months ended September 30, 2015. We recognized $99 million and $124 million of expense in Other (income) expense for the three and nine months ended September 30, 2014.

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Note 10. Accumulated Other Comprehensive Income (Loss)

Changes in Accumulated Other Comprehensive Income by Component

	Foreign Exchange Translation Adjustment	Pension and Other Postretirement Adjustments	Changes in Fair Value of Available for Sale Investments	Changes in Fair Value of Effective Cash Flow Hedges	Total
Balance at December 31, 2014	$ (740)	$ (728)	$ -	$ 9	$ (1,459)
Other comprehensive income (loss) before reclassifications	(893)	(17)	-	60	(850)
Amounts reclassified from accumulated other comprehensive income	-	13	-	(77)	(64)
Net current period other comprehensive income (loss)	(893)	(4)	-	(17)	(914)
Balance at September 30, 2015	$ (1,633)	$ (732)	$ -	$ (8)	$ (2,373)

	Foreign Exchange Translation Adjustment	Pension and Other Postretirement Adjustments	Changes in Fair Value of Available for Sale Investments	Changes in Fair Value of Effective Cash Flow Hedges	Total
Balance at December 31, 2013	$ 304	$ 355	$ 170	$ (11)	$ 818
Other comprehensive income (loss) before reclassifications	(484)	-	(8)	18	(474)
Amounts reclassified from accumulated other comprehensive income	-	13	(71)	(5)	(63)
Net current period other comprehensive income (loss)	(484)	13	(79)	13	(537)
Balance at September 30, 2014	$ (180)	$ 368	$ 91	$ 2	$ 281

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Note 11. Segment Financial Data

Honeywell's senior management evaluates segment performance based on segment profit. Segment profit is measured as business unit income (loss) before taxes excluding general corporate unallocated expense, other income (expense), interest and other financial charges, pension and other postretirement income (expense), stock compensation expense, repositioning and other charges and accounting changes.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net Sales				
Aerospace				
Products	$2,557	$2,658	$7,643	$8,170
Services	1,263	1,237	3,611	3,586
Total	3,820	3,895	11,254	11,756
Automation and Control Solutions				
Products	3,265	3,351	9,487	9,713
Services	306	320	901	927
Total	3,571	3,671	10,388	10,640
Performance Materials and Technologies				
Products	1,751	2,081	5,605	6,330
Services	469	461	1,352	1,314
Total	2,220	2,542	6,957	7,644
	$9,611	$10,108	$28,599	$30,040
Segment Profit				
Aerospace	$833	$790	$2,362	$2,252
Automation and Control Solutions	614	583	1,697	1,587
Performance Materials and Technologies	461	444	1,473	1,392
Corporate	(56)	(58)	(156)	(167)
Total segment profit	1,852	1,759	5,376	5,064
Other income[(a)]	15	11	39	132
Interest and other financial charges	(72)	(77)	(226)	(236)
Stock compensation expense[(b)]	(41)	(41)	(132)	(143)
Pension ongoing income[(b)]	96	62	299	187
Other postretirement expense[(b)]	(10)	(12)	(30)	(37)
Repositioning and other charges [(b)]	(133)	(122)	(393)	(453)

Income before taxes	$1,707	$1,580	$4,933	$4,514

(a) Equity income (loss) of affiliated companies is included in segment profit.
(b) Amounts included in cost of products and services sold and selling, general and administrative expenses.

14

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Note 12. Pension Benefits

Net periodic pension benefit costs for our significant defined benefit plans include the following components:

	U.S. Plans			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Service cost	$58	$61	$172	$181
Interest cost	179	193	535	578
Expected return on plan assets	(321)	(314)	(962)	(943)
Amortization of prior service cost	5	5	17	17
Settlements and curtailments	8	-	8	-
	$(71)	$(55)	$(230)	$(167)

	Non-U.S. Plans			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Service cost	$13	$14	$39	$43
Interest cost	44	58	133	176
Expected return on plan assets	(91)	(89)	(270)	(268)
Amortization of transition obligation	1	-	1	1
Amortization of prior service (credit)	(1)	(1)	(2)	(2)
Settlements and curtailments	2	-	2	-
	$(32)	$(18)	$(97)	$(50)

In the nine months ended September 30, 2015, the Company contributed $109 million of marketable securities and $19 million of cash to our non-U.S. pension plans.

Note 13. Commitments and Contingencies

Environmental Matters

Our environmental matters are described in Note 19, Commitments and Contingencies, of Notes to Financial Statements in our 2014 Annual Report on Form 10-K.

The following table summarizes information concerning our recorded liabilities for environmental costs:

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

December 31, 2014	$591
Accruals for environmental matters deemed probable and reasonably estimable	144
Environmental liability payments	(160)
September 30, 2015	$575

Environmental liabilities are included in the following balance sheet accounts:

	September 30, 2015	December 31, 2014
Accrued liabilities	$ 258	$ 278
Other liabilities	317	313
	$ 575	$ 591

Onondaga Lake, Syracuse, NY—We are implementing a combined dredging/capping remedy of Onondaga Lake pursuant to a consent decree approved by the United States District Court for the Northern District of New York in January 2007. We have accrued for our estimated cost of remediating Onondaga Lake based on currently available information and analysis performed by our engineering consultants. Honeywell is also conducting remedial investigations and activities at other sites in Syracuse. We have recorded reserves for these investigations and activities where appropriate, consistent with our accounting policy.

Honeywell has entered into a cooperative agreement with potential natural resource trustees to assess alleged natural resource damages relating to this site. It is not possible to predict the outcome or duration of this assessment, or the amounts of, or responsibility for, any damages.

Asbestos Matters

Honeywell is a defendant in asbestos related personal injury actions related to two predecessor companies:

1. North American Refractories Company (NARCO), which was sold in 1986, produced refractory products (bricks and cement used in high temperature applications). Claimants consist largely of individuals who allege exposure to NARCO asbestos-containing refractory products in an occupational setting.

2. Bendix Friction Materials (Bendix), which was sold in 2014, manufactured automotive brake parts that contained chrysotile asbestos in an encapsulated form. Claimants consist largely of individuals who allege exposure to asbestos from brakes from either performing or being in the vicinity of individuals who performed brake replacements.

The following tables summarize information concerning NARCO and Bendix asbestos related balances:

16

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Asbestos Related Liabilities	Bendix	NARCO	Total
December 31, 2014	$ 623	$ 929	$ 1,552
Accrual for update to estimated liability	145	3	148
Asbestos related liability payments	(140)	(10)	(150)
September 30, 2015	$ 628	$ 922	$ 1,550

Insurance Recoveries for Asbestos Related Liabilities	Bendix	NARCO	Total
December 31, 2014	$ 135	$ 350	$ 485
Probable insurance recoveries related to estimated liability	14	-	14
Insurance receivables settlements	1	3	4
Insurance receipts for asbestos related liabilities	(33)	(25)	(58)
September 30, 2015	$ 117	$ 328	$ 445

NARCO and Bendix asbestos related balances are included in the following balance sheet accounts:

	September 30, 2015	December 31, 2014
Other current assets	$ 31	$ 31
Insurance recoveries for asbestos related liabilities	414	454
	$ 445	$ 485
Accrued liabilities	$ 352	$ 352
Asbestos related liabilities	1,198	1,200
	$ 1,550	$ 1,552

NARCO Products –In connection with NARCO's emergence from bankruptcy on April 30, 2013, a federally authorized 524(g) trust (NARCO Trust) was established for the evaluation and resolution of all existing and future NARCO asbestos claims. Both Honeywell and NARCO are protected by a permanent channeling injunction barring all present and future individual actions in state or federal courts and requiring all asbestos related claims based on exposure to NARCO products to be made against the NARCO Trust. The NARCO Trust reviews submitted claims and determines award amounts in accordance with established Trust Distribution Procedures approved by the Bankruptcy Court which set forth the criteria claimants must meet to qualify for compensation including, among other things, exposure and medical criteria that determine the award amount. In addition, Honeywell provided, and continues to provide, input to the design of control procedures for processing NARCO claims, and has on-going audit rights to review and monitor the claims processors' adherence to the established requirements of the Trust Distribution Procedures.

Honeywell is obligated to fund NARCO asbestos claims submitted to the NARCO Trust which qualify for payment under the Trust Distribution Procedures (Annual Contribution Claims), subject to annual caps of $140 million in the years 2015 through 2018 and $145 million for each year thereafter. However, the initial $100 million of claims processed through the NARCO Trust (the Initial Claims Amount) will not count against the annual cap and any unused portion of the Initial Claims Amount will roll over to subsequent years until fully utilized. As of September 30, 2015, Honeywell has not made any payments to the NARCO Trust for Annual Contribution Claims.

Honeywell is also responsible for payments due to claimants pursuant to settlement agreements reached during the pendency of the NARCO bankruptcy proceedings that provide for the right to submit claims to the

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

NARCO Trust subject to qualification under the terms of the settlement agreements and Trust Distribution Procedures criteria (Pre-established Unliquidated Claims), which amounts are expected to be paid during the initial years of trust operations. Such payments are not subject to the annual cap described above.

Our consolidated financial statements reflect an estimated liability for Pre-established Unliquidated Claims ($147 million), unsettled claims pending as of the time NARCO filed for bankruptcy protection ($32 million) and for the estimated value of future NARCO asbestos claims expected to be asserted against the NARCO Trust through 2018 ($743 million). In the absence of actual trust experience on which to base the estimate, Honeywell projected the probable value of asbestos related future liabilities, including trust claim handling costs, based on a commonly accepted methodology used by numerous bankruptcy courts addressing 524(g) trusts. Some critical assumptions underlying this methodology include claims filing rates, disease criteria and payment values contained in the Trust Distribution Procedures, estimated approval rates of claims submitted to the NARCO Trust and epidemiological studies estimating disease instances. This projection resulted in a range of estimated liability of $743 million to $961 million. We believe that no amount within this range is a better estimate than any other amount and accordingly, we have recorded the minimum amount in the range. In light of the uncertainties inherent in making long-term projections and in connection with the recent implementation of the Trust Distribution Procedures by the NARCO Trust, as well as the stay of all NARCO asbestos claims which remained in place throughout NARCO's Chapter 11 case, we do not believe that we have a reasonable basis for estimating NARCO asbestos claims beyond 2018.

Our insurance receivable corresponding to the estimated liability for pending and future NARCO asbestos claims reflects coverage which reimburses Honeywell for portions of NARCO-related indemnity and defense costs and is provided by a large number of insurance policies written by dozens of insurance companies in both the domestic insurance market and the London excess market. We conduct analyses to estimate the probable amount of insurance that is recoverable for asbestos claims. While the substantial majority of our insurance carriers are solvent, some of our individual carriers are insolvent, which has been considered in our analysis of probable recoveries. We made judgments concerning insurance coverage that we believe are reasonable and consistent with our historical dealings and our knowledge of any pertinent solvency issues surrounding insurers.

Projecting future events is subject to many uncertainties that could cause the NARCO-related asbestos liabilities or assets to be higher or lower than those projected and recorded. Given the uncertainties, we review our estimates periodically, and update them based on our experience and other relevant factors. Similarly, we will reevaluate our projections concerning our probable insurance recoveries in light of any changes to the projected liability or other developments that may impact insurance recoveries.

Friction Products—The following tables present information regarding Bendix related asbestos claims activity:

Claims Activity	Nine Months Ended September 30, 2015	Years Ended December 31, 2014	Years Ended December 31, 2013
Claims Unresolved at the beginning of period	9,267	12,302	23,141
Claims Filed	2,098	3,694	4,527
Claims Resolved [(a)]	(1,855)	(6,729)	(15,366)
Claims Unresolved at the end of period	9,510	9,267	12,302

(a) Claims resolved in 2014 include 2,110 cancer claims which were determined to have no value. Also, claims resolved in 2014 and 2013 included significantly aged (i.e., pending for more than six years) claims totaling 1,266 and 12,250, respectively, of which 82% and 92%, respectively, were non-malignant.

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Disease Distribution of Unresolved Claims	September 30,	December 31,	
	2015	2014	2013
Mesothelioma and Other Cancer Claims	3,933	3,933	5,810
Nonmalignant Claims	5,577	5,334	6,492
Total Claims	9,510	9,267	12,302

Honeywell has experienced average resolution values per claim excluding legal costs as follows:

	Years Ended December 31,				
	2014	2013	2012	2011	2010
	(in whole dollars)				
Malignant claims	$53,500	$51,000	$49,000	$48,000	$54,000
Nonmalignant claims	$120	$850	$1,400	$1,000	$1,300

It is not possible to predict whether resolution values for Bendix-related asbestos claims will increase, decrease or stabilize in the future.

Our consolidated financial statements reflect an estimated liability for resolution of pending (claims actually filed as of the financial statement date) and future Bendix-related asbestos claims. We have valued Bendix pending and future claims using average resolution values for the previous five years. We update the resolution values used to estimate the cost of Bendix pending and future claims during the fourth quarter each year.

The liability for future claims represents the estimated value of future asbestos related bodily injury claims expected to be asserted against Bendix over the next five years. Such estimated cost of future Bendix-related asbestos claims is based on historic claims filing experience and dismissal rates, disease classifications, and resolution values in the tort system for the previous five years. In light of the uncertainties inherent in making long-term projections, as well as certain factors unique to friction product asbestos claims, we do not believe that we have a reasonable basis for estimating asbestos claims beyond the next five years. The methodology used to estimate the liability for future claims is similar to that used to estimate the liability for future NARCO-related asbestos claims.

Our insurance receivable corresponding to the liability for settlement of pending and future Bendix asbestos claims reflects coverage which is provided by a large number of insurance policies written by dozens of insurance companies in both the domestic insurance market and the London excess market. Based on our ongoing analysis of the probable insurance recovery, insurance receivables are recorded in the financial statements simultaneous with the recording of the estimated liability for the underlying asbestos claims. This determination is based on our analysis of the underlying insurance policies, our historical experience with our insurers, our ongoing review of the solvency of our insurers, judicial determinations relevant to our insurance programs, and our consideration of the impacts of any settlements reached with our insurers.

Honeywell believes it has sufficient insurance coverage and reserves to cover all pending Bendix-related asbestos claims and Bendix-related asbestos claims estimated to be filed within the next five years. Although it is impossible to predict the outcome of either pending or future Bendix-related asbestos claims, we do not believe that such claims would have a material adverse effect on our consolidated financial position in light of our insurance coverage and our prior experience in resolving such claims. If the rate and types of claims filed, the average resolution value of such claims and the period of time over which claim settlements are paid (collectively, the Variable Claims Factors) do not substantially change, Honeywell would not expect future Bendix-related asbestos claims to have a material adverse effect on our results of operations or operating cash flows in any fiscal year. No assurances can be given, however, that the Variable Claims Factors will not change.

Honeywell International Inc.

Notes to Financial Statements

(Unaudited)

(Dollars in millions, except per share amounts)

Other Matters

Honeywell v. United Auto Workers (UAW) et. al—In July 2011, Honeywell filed an action in federal court (District of New Jersey) against the UAW and all former employees who retired under a series of Master Collective Bargaining Agreements (MCBAs) between Honeywell and the UAW seeking a declaratory judgment that certain express limitations on its obligation to contribute toward the healthcare coverage of such retirees (the CAPS) set forth in the MCBAs may be implemented, effective January 1, 2012. The UAW and certain retiree defendants filed a mirror suit in the Eastern District of Michigan alleging that the MCBAs do not provide for CAPS on the Company's liability for healthcare coverage. The New Jersey action was dismissed and Honeywell subsequently answered the UAW's complaint in Michigan and asserted counterclaims for fraudulent inducement, negligent misrepresentation and breach of implied warranty. The UAW filed a motion to dismiss these counterclaims. The court dismissed Honeywell's fraudulent inducement and negligent misrepresentation claims, but let stand the claim for breach of implied warranty. In the second quarter of 2014, the parties agreed to stay the proceedings with respect to those retirees who retired before the initial inclusions of the CAPS in the 2003 MCBA until the Supreme Court decided the *M&G Polymers USA, LLC v. Tackett* case. In a ruling on January 26, 2015, the Supreme Court held that retiree health insurance benefits provided in collective bargaining agreements do not carry an inference that they are vested or guaranteed to continue for life and that the "vesting" issue must be decided pursuant to ordinary principles of contract law. The stay of the proceedings has been lifted and the case is again proceeding in the normal course. Based on the Supreme Court's ruling, Honeywell is confident that the CAPS will be upheld and that its liability for healthcare coverage premiums with respect to the putative class will be limited as negotiated and expressly set forth in the applicable MCBAs. In the event of an adverse ruling, however, Honeywell's other postretirement benefits for pre-2003 retirees would increase by approximately $180 million, reflecting the estimated value of these CAPS.

In December 2013, the UAW and certain of the plaintiffs filed a motion for partial summary judgment with respect to those retirees who retired after the initial inclusion of the CAPS in the 2003 MCBA. The UAW sought a ruling that the 2003 MCBA did not limit Honeywell's obligation to contribute to healthcare coverage for the post-2003 retirees. That motion remains pending. Honeywell is confident that the Court will find that the 2003 MCBA does, in fact, limit Honeywell's retiree healthcare obligation for post-2003 retirees. In the event of an adverse ruling, however, Honeywell's other postretirement benefits for post-2003 retirees would increase by approximately $120 million, reflecting the estimated value of these CAPS.

Joint Strike Fighter Investigation—In 2013 the Company received subpoenas from the Department of Justice requesting information relating primarily to parts manufactured in the United Kingdom and China used in the F-35 fighter jet. The Company is cooperating fully with the investigation. While we believe that Honeywell has complied with all relevant U.S. laws and regulations regarding the manufacture of these sensors, it is not possible to predict the outcome of the investigation or what action, if any, may result from it.

Given the uncertainty inherent in litigation and investigations (including the specific matters referenced above), we do not believe it is possible to develop estimates of reasonably possible loss in excess of current accruals for these matters (other than as specifically set forth above). Considering our past experience and existing accruals, we do not expect the outcome of these matters, either individually or in the aggregate, to have a material adverse effect on our consolidated financial position. Because most contingencies are resolved over long periods of time, potential liabilities are subject to change due to new developments, changes in settlement strategy or the impact of evidentiary requirements, which could cause us to pay damage awards or settlements (or become subject to equitable remedies) that could have a material adverse effect on our results of operations or operating cash flows in the periods recognized or paid.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (MD&A)
(Dollars in millions, except per share amounts)

The following MD&A is intended to help the reader understand the results of operations and financial condition of Honeywell International Inc. and its consolidated subsidiaries (Honeywell or the Company) for the three and nine months ended September 30, 2015. The financial information as of September 30, 2015 should be read in conjunction with the financial statements for the year ended December 31, 2014 contained in our 2014 Annual Report on Form 10-K.

A. Results of Operations – three and nine months ended September 30, 2015 compared with the three and nine months ended September 30, 2014

Net Sales

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net sales	$9,611	$10,108	$28,599	$30,040
% change compared with prior period	(5)%		(5)%	

The change in net sales compared to the prior year period is attributable to the following:

	Three Months	Year to Date
Volume	-	1 %
Foreign Currency Translation	(5)%	(5)%
Acquisitions/Divestitures	-	(1)%
	(5)%	(5)%

A discussion of net sales by segment can be found in the Review of Business Segments section of this MD&A. The foreign currency translation impact is principally driven by the weakening of the Euro and Canadian Dollar against the U.S. Dollar.

Cost of Products and Services Sold

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014

Cost of products and services sold	$6,654	$7,128	$19,830	$21,391
% change compared with prior period	(7)%		(7)%	
Gross Margin percentage	30.8 %	29.5 %	30.7 %	28.8 %

Cost of products and services sold decreased in the quarter ended September 30, 2015 principally due to a decrease in direct and indirect material costs of approximately $385 million (driven primarily by the favorable impact of foreign currency translation, productivity and lower raw materials pass-through pricing, partially offset by higher sales volume) and a decrease in labor costs of approximately $80 million.

Cost of products and services sold decreased in the nine months ended September 30, 2015 principally due to a decrease in direct and indirect material costs of approximately $1,065 million (driven primarily by the favorable impact of foreign currency translation, productivity and lower raw materials pass-through pricing and the absence of the Friction Materials business, partially offset by higher sales volume), a decrease in labor costs of approximately $340 million and higher pension income of approximately $75 million.

Gross margin percentage increased in the quarter ended September 30, 2015 primarily due to higher segment gross margin in all business segments (approximately 1.3 percentage point impact) and increased pension income (approximately 0.2 percentage point impact), partially offset by higher repositioning and other charges (approximately 0.2 percentage point impact).

Gross margin percentage increased in the nine months ended September 30, 2015 primarily due to higher gross margin in all business segments (approximately 1.5 percentage point impact), increased pension income (approximately 0.2 percentage point impact) and lower repositioning and other charges (approximately 0.2 percentage point impact).

Selling, General and Administrative Expenses

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Selling, general and administrative expense	$1,202	$1,344	$3,674	$4,058
Percent of sales	12.5 %	13.3 %	12.8 %	13.5 %

Selling, general and administrative expenses (SG&A) decreased in the quarter and nine months ended September 30, 2015 primarily driven by the favorable impact from foreign currency translation, decreased indirect costs and increased pension income.

Tax Expense

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Tax expense	$431	$388	$1,289	$1,160
Effective tax rate	25.2%	24.6%	26.1 %	25.7 %

The effective tax rate increased by 0.6 percentage points in the quarter ended September 30, 2015 and 0.4 percentage points in the nine months ended September 30, 2015 primarily due to decreased tax benefits from the resolution of tax audits, partially offset by decreased tax expense for reserves in 2015 and increased tax benefits from manufacturing incentives in 2015.

The effective tax rates in the quarter and nine months ended September 30, 2015 were lower than the U.S. federal statutory rate of 35% due, in part, to non-U.S. earnings taxed at lower rates and tax benefits from manufacturing incentives in 2015.

The effective tax rates in the quarter and nine months ended September 30, 2014 were lower than the U.S. federal statutory rate of 35% primarily due to non-U.S. earnings taxed at lower rates and tax benefits from the resolution of tax audits and manufacturing incentives.

Net Income Attributable to Honeywell

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income attributable to Honeywell	$1,264	$1,167	$3,574	$3,283
Earnings per share of common stock – assuming dilution	$1.60	$1.47	$4.51	$4.13

Earnings per share of common stock – assuming dilution increased in the quarter ended September 30, 2015 primarily driven by increased segment profit in each business segment and increased pension income, partially offset by increased tax expense.

Earnings per share of common stock – assuming dilution increased in the nine months ended September 30, 2015 primarily due to increased segment profit in each business segment, increased pension income and lower repositioning and other charges, partially offset by increased tax expense and lower other income

22

(principally due to the absence of a realized gain related to the prior year sale of marketable equity securities).

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Aerospace Sales						
Commercial Original Equipment	$725	$706	3%	$2,149	$2,086	3%
Commercial Aftermarket	1,200	1,171	2%	3,425	3,371	2%
Defense and Space	1,200	1,190	1%	3,453	3,459	-
Transportation Systems	695	828	(16)%	2,227	2,840	(22)%
Total Aerospace Sales	3,820	3,895		11,254	11,756	
Automation and Control Solutions Sales						
Energy Safety & Security	2,417	2,449	(1)%	7,040	7,144	(1)%
Building Solutions & Distribution	1,154	1,222	(6)%	3,348	3,496	(4)%
Total Automation and Control Solutions Sales	3,571	3,671		10,388	10,640	
Performance Materials and Technologies Sales						
UOP	638	761	(16)%	2,297	2,435	(6)%
Process Solutions	666	787	(15)%	1,985	2,285	(13)%
Advanced Materials	916	994	(8)%	2,675	2,924	(9)%
Total Performance Materials and Technologies Sales	2,220	2,542		6,957	7,644	
Net Sales	$9,611	$10,108		$28,599	$30,040	

Aerospace

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2015	2014	% Change	2015	2014	% Change
Net sales	$3,820	$3,895	(2)%	$11,254	$11,756	(4)%
Cost of products and services sold	2,753	2,856		8,190	8,767	
Selling, general and administrative expenses	156	181		473	536	
Other	78	68		229	201	
Segment profit	$833	$790	5%	$2,362	$2,252	5%

23

	2015 vs. 2014			
	Three Months Ended September 30,		Nine Months Ended September 30,	
Factors Contributing to Year-Over-Year Change	Sales	Segment Profit	Sales	Segment Profit
Organic growth/ Operational segment profit	2 %	8 %	2 %	9 %
Foreign currency translation	(3)%	(4)%	(3)%	(5)%
Acquisitions, divestitures and other, net	(1)%	1 %	(3)%	1 %
Total % Change	(2)%	5 %	(4)%	5 %

Aerospace sales decreased in the quarter and nine months ended September 30, 2015 primarily due to the unfavorable impact from foreign currency translation and the Friction Materials divestiture, partially offset by an increase in organic sales.

- Commercial Original Equipment sales increased 3% (increased 4% organic) in the quarter ended September 30, 2015 and increased 3% (increased 5% organic) in the nine months ended September 30, 2015 primarily driven by higher business and general aviation engine shipments.

- Commercial Aftermarket sales increased 2% (increased 3% organic) in the quarter ended September 30, 2015 and increased 2% (increased 3% organic) in the nine months ended September 30, 2015 primarily driven by higher repair and overhaul activities, partially offset by lower retrofits, modifications and upgrades for business and general aviation customers.

- Defense and Space sales increased 1% (increased 2% organic) in the quarter ended September 30, 2015 and were flat (increased 1% organic) in the nine months ended September 30, 2015 primarily driven by growth in international programs, partially offset by lower U.S. government sales.

- Transportation Systems sales decreased 16% (increased 1% organic) in the quarter ended September 30, 2015 and decreased 22% (increased 3% organic) in the nine months ended September 30, 2015 primarily due to the unfavorable impact from foreign currency translation, the Friction Materials divestiture and lower commercial vehicle production, partially offset by continued growth from new platform launches and higher global gas turbo penetration.

Aerospace segment profit increased in the quarter and nine months ended September 30, 2015 primarily driven by an increase in operational segment profit, partially offset by the unfavorable impact of foreign currency translation. The increase in operational segment profit is primarily driven by productivity, net of inflation, and favorable pricing, partially offset by continued investments for growth. Cost of products and services sold decreased $103 million in the quarter ended September 30, 2015 and $577 million in the nine months ended September 30, 2015 primarily driven by the favorable impact of foreign currency translation and productivity, net of inflation, partially offset by continued investments for growth.

Automation and Control Solutions

	Three Months Ended	Nine Months Ended

	September 30,			September 30,		
	2015	2014	% Change	2015	2014	% Change
Net sales	$3,571	$3,671	(3)%	$10,388	$10,640	(2)%
Cost of products and services sold	2,315	2,385		6,718	6,935	
Selling, general and administrative expenses	570	638		1,756	1,924	
Other	72	65		217	194	
Segment profit	$614	$583	5%	$1,697	$1,587	7%

24

Factors Contributing to Year-Over-Year Change	2015 vs. 2014 Three Months Ended September 30, Sales	Segment Profit	Nine Months Ended September 30, Sales	Segment Profit
Organic growth/ Operational segment profit	3 %	8 %	3 %	11 %
Foreign currency translation	(7)%	(4)%	(6)%	(5)%
Acquisitions and divestitures, net	1 %	1 %	1 %	1 %
Total % Change	(3%)	5 %	(2%)	7 %

Automation and Control Solutions (ACS) sales decreased in the quarter and nine months ended September 30, 2015 primarily due to the unfavorable impact of foreign currency translation partially offset by organic sales growth and growth from acquisitions, net of divestitures.

- Sales in Energy, Safety & Security decreased 1% (increased 4% organic) in the quarter ended September 30, 2015 and decreased 2% (increased 4% organic) in the nine months ended September 30, 2015 principally due to the unfavorable impact of foreign currency translation partially offset by organic sales growth and acquisitions, net of divestitures. Organic sales growth was primarily due to increased sales volumes, most significantly in Security and Fire across all regions, as well as Sensing & Productivity Solutions.
- Sales in Building Solutions & Distribution decreased 6% (increased 1% organic) in the quarter ended September 30, 2015 and decreased 4% (increased 2% organic) in the nine months ended September 30, 2015 principally due to the unfavorable impact of foreign currency translation. Organic sales growth was primarily due to increased sales volume in Americas Distribution partially offset by softness in the project installation and energy retrofit businesses.

ACS segment profit increased in the quarter and nine months ended September 30, 2015 due to an increase in operational segment profit and acquisitions, net of divestitures partially offset by the unfavorable impact of foreign currency translation. The increase in operational segment profit is primarily due to the positive impact of price and productivity net of inflation and higher organic sales volumes partially offset by continued investments for growth. Cost of products and services sold decreased $70 million and $217 million in the quarter and nine months ended September 30, 2015 which is primarily due to the favorable impact of foreign currency translation and productivity partially offset by higher organic sales volume and inflation.

Performance Materials and Technologies

	Three Months Ended September 30, 2015	2014	% Change	Nine Months Ended September 30, 2015	2014	% Change
Net sales	$2,220	$2,542	(13)%	$6,957	$7,644	(9)%
Cost of products and services sold	1,508	1,804		4,726	5,367	
Selling, general and administrative expenses	217	261		657	784	
Other	34	33		101	101	
Segment profit	$461	$444	4%	$1,473	$1,392	6%

25

	2015 vs. 2014 Three Months Ended September 30, 2015		Nine Months Ended September 30, 2015	
Factors Contributing to Year-Over-Year Change	Sales	Segment Profit	Sales	Segment Profit
Organic growth/ Operational segment profit	(8)%	9 %	(5)%	10 %
Foreign currency translation	(5)%	(5)%	(4)%	(4)%
Total % Change	(13%)	4 %	(9%)	6 %

Performance Materials and Technologies (PMT) sales decreased in the quarter and nine months ended September 30, 2015 due to decreased organic sales volumes and the unfavorable impact of foreign currency translation.

- UOP sales decreased 16% (decreased 15% organic) in the quarter ended September 30, 2015 driven primarily by lower gas processing revenues due to a significant slowdown in customer projects, which is expected to continue, and decreased equipment and licensing revenues partially offset by increased catalyst revenues.

  UOP sales decreased 6% (decreased 4% organic) in the nine months ended September 30, 2015 driven primarily by lower gas processing and engineering revenues due to a significant slowdown in customer projects, which is expected to continue.

- Process Solutions sales decreased 15% (decreased 5% organic) in the quarter ended September 30, 2015 and decreased 13% (decreased 4% organic) in the nine months ended September 30, 2015 principally due to the unfavorable impact of foreign currency translation and lower volumes primarily due to project and field products weakness, which is expected to continue, partially offset by volume growth in advanced solutions software and services predominately in the first half of 2015.

- Advanced Materials sales decreased 8% (decreased 5% organic) in the quarter ended September 30, 2015 and decreased 9% (decreased 5% organic) in the nine months ended September 30, 2015 primarily driven by lower raw material pass-through pricing and unplanned plant outages in Resins and Chemicals partially offset by increased volumes in Fluorine Products and Specialty Products. We anticipate lower raw materials pass-through pricing to continue in 2015 primarily in Resins and Chemicals where sales fluctuate with the market price of certain raw materials, which are correlated to the price of oil.

PMT segment profit increased in the quarter and nine months ended September 30, 2015 due to an increase in operational segment profit partially offset by the unfavorable impact of foreign currency translation. The increase in operational segment profit is primarily due to price and productivity net of inflation partially offset by lower organic sales volumes and continued investments for growth. Cost of products and services sold decreased $296 million and $641 million in the quarter and nine months ended September 30, 2015 primarily due to the favorable impacts of inflation and foreign currency translation and lower organic sales volumes, partially offset by continued investments for growth.

Repositioning and Other Charges

Our repositioning actions are expected to generate incremental pretax savings of $100 million to $125 million in 2015 compared with 2014 principally from planned workforce reductions. Cash spending related to our repositioning actions was $77 million in the nine months ended September 30, 2015 and was funded through operating cash flows. We expect cash spending for repositioning actions to be approximately $125 million in 2015 and to be funded through operating cash flows.

B. Liquidity and Capital Resources

Cash Flow Summary

	Nine Months Ended September 30, 2015	2014
Cash provided by (used for):		
Operating activities	$3,495	$3,262
Investing activities	(2,584)	(1,639)
Financing activities	(852)	(1,503)
Effect of exchange rate changes on cash	(455)	(114)
Net (decrease) increase in cash and cash equivalents	$(396)	$6

Cash provided by operating activities increased by $233 million primarily due to a $673 million favorable impact from working capital and increased net income of $290 million, partially offset by a $644 million decrease in accrued liabilities (primarily a $223 million decrease in customer advances and deferred income and $151 million in incentive payments to Aerospace Original Equipment manufacturers) and increased cash tax payments of $112 million.

Cash used for investing activities increased by $945 million primarily due to a net $636 million increase in investments (primarily short-term marketable securities), an increase in cash paid for acquisitions of $181 million and a decrease in proceeds from the sales of businesses of $154 million (due to the Friction Materials divestiture in 2014).

Cash used for financing activities decreased by $651 million primarily due to an increase in the net proceeds from debt issuances of $1,894 million partially offset by an increase in net repurchases of common stock of $1,088 million and an increase in cash dividends paid of $160 million.

Liquidity

The Company continues to manage its businesses to maximize operating cash flows as the primary source of liquidity. In addition to our available cash and operating cash flows, additional sources of liquidity include committed credit lines, short-term debt from the commercial paper market, long-term borrowings, as well as access to the public debt and equity markets. We continue to balance our cash and financing uses through investment in our existing core businesses, debt reduction, acquisition activity, share repurchases and dividends. We intend to use available sources of liquidity to settle current maturities of our long-term debt, principally with commercial paper.

We continuously assess the relative strength of each business in our portfolio as to strategic fit, market position, profit and cash flow contribution in order to upgrade our combined portfolio and identify business units that will most benefit from increased investment. We identify acquisition candidates that will further our strategic plan and strengthen our existing core businesses. We also identify business units that do not fit into our long-term strategic plan based on their market position, relative profitability or growth potential. These businesses are considered for potential divestiture, restructuring or other repositioning actions subject to regulatory constraints.

In 2015, we are not required to make contributions to our U.S. pension plans. We plan to make contributions of cash and/or marketable securities of approximately $140 million to our non-U.S. plans to satisfy regulatory funding standards, of which $128 million were made in the nine months ended September 30, 2015. The timing and amount of contributions to both our U.S. and non-U.S. plans may be impacted by a number of factors, including the funded status of the plans.

In accordance with our accounting policy for defined benefit pension plans, we recognize changes in the fair value of plan assets and net actuarial gains or losses in excess of 10 percent of the greater of the market-related value of plan assets or the plans’ projected benefit obligation annually in the fourth quarter each year (MTM adjustment). The primary factors contributing to actuarial gains and losses are changes in the discount rate used to value pension obligations each year as of December 31 (measurement date) and difference between expected and actual return on plan assets. The table below illustrates the potential MTM adjustment for our significant pension plans in the fourth quarter of 2015 at various December 31, 2015 discount rates and 2015 rates of return on plan assets.

	Rate of Return			
Discount Rate	(6)%	(3)%	0%	3%
4.15%	$1,280	$790	$290	$20
4.35%	900	410	10	10
4.55%	540	40	5	5
4.75%	190	-	-	-

However, as the amount of the MTM adjustment is primarily driven by changes in interest rates and the performance of the financial markets which may change significantly in the fourth quarter, the Company is not able to determine or project the actual amount of the MTM adjustment that may be recorded as of December 31, 2015.

In the nine months ended September 30, 2015, the Company repurchased $1,721 million of outstanding shares, $1,235 million of which were repurchased during the third quarter. Under the Company's previously reported $5 billion share repurchase program, $2.4 billion remained available as of September 30, 2015 for additional share repurchases. Honeywell presently expects to repurchase outstanding shares from time to time to offset the dilutive impact of employee stock based compensation plans, including future option exercises, restricted unit vesting and matching contributions under our savings plans. In addition, the Company may repurchase additional shares if and when its net cash (cash and cash equivalents plus short-term available for sale investments less commercial paper, current maturities of long-term debt and long-term debt) exceeds $1 to $2 billion. The amount and timing of future repurchases may vary depending on market conditions and the level of operating, financing and other investing activities.

	September 30, 2015	**December 31, 2014**
Cash and cash equivalents	$ 6,563	$ 6,959
Short-term available for sale investments	3,006	1,463
Total	9,569	8,422
Commercial paper	3,696	1,647
Current maturities of long-term debt	1,268	939
Long-term debt	5,599	6,046
Debt	10,563	8,632
Net cash	$ (994)	$ (210)

See Note 8, Long-term Debt, of Notes to Financial Statements for additional discussion of items impacting our liquidity.

C. Other Matters

Litigation

We are subject to a number of lawsuits, investigations and claims (some of which involve substantial amounts) arising out of the conduct of our business. See Note 13, Commitments and Contingencies, of Notes to Financial Statements for further discussion of environmental, asbestos and other litigation matters.

Critical Accounting Policies

The financial information as of September 30, 2015 should be read in conjunction with the financial statements for the year ended December 31, 2014 contained in our 2014 Annual Report on Form 10-K.

For a discussion of the Company's critical accounting policies, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2014 Annual Report on Form 10-K.

Recent Accounting Pronouncements

See Note 2, Recent Accounting Pronouncements, of Notes to Financial Statements for a discussion of recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risks

For a discussion of the Company's quantitative and qualitative disclosures about market risks, see Item 7A. Quantitative and Qualitative Disclosures About Market Risks, in our 2014 Annual Report on Form 10-K. As of September 30, 2015, there has been no material change in this information.

Item 4. Controls and Procedures

Honeywell management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act)) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that such disclosure controls and procedures were effective as of the end of the period covered by this Quarterly Report on Form 10-Q to ensure information required to be disclosed in the reports that Honeywell files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that it is accumulated and communicated to our management, including our CEO, our CFO, and our Controller, as appropriate, to allow timely decisions regarding required disclosure. There have been no changes that have materially affected, or are reasonably likely to materially affect, Honeywell's internal control over financial reporting that have occurred during the period covered by this Quarterly Report on Form 10-Q.

Part II. Other Information

Item 1. Legal Proceedings

General Legal Matters

We are subject to a number of lawsuits, investigations and claims (some of which involve substantial amounts) arising out of the conduct of our business. See Note 13, Commitments and Contingencies, of Notes to Financial Statements for a discussion of environmental, asbestos and other litigation matters.

Environmental Matters Involving Potential Monetary Sanctions in Excess of $100,000

The Virginia Department of Environmental Quality (DEQ) has alleged that Honeywell's facility in Hopewell, Virginia failed to comply with certain conditions of its wastewater discharge permit at various times between August 2013 and March 2015. Honeywell and the DEQ have now settled this matter by consent order in consideration of the payment of a $300,000 penalty and the performance of certain corrective measures.

29

Item 2. Changes in Securities and Use of Proceeds

Honeywell purchased 12,332,118 shares of its common stock, par value $1 per share, in the quarter ended September 30, 2015. The following table summarizes Honeywell's purchase of its common stock for the quarter ended September 30, 2015:

Issuer Purchases of Equity Securities

Period	**(a)** **Total Number of Shares Purchased**	**(b)** **Average Price Paid per Share**	**(c)** **Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs**	**(d)** **Approximate Dollar Value of Shares that May Yet be Purchased Under Plans or Programs (Dollars in millions)**
August 2015	2,650,000	$ 104.72	2,650,000	$3,312
September 2015	9,682,118	$ 98.84	9,682,118	$2,355

Item 6. Exhibits

(a) See the Exhibit Index on page 32 of this Quarterly Report on Form 10-Q.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	Honeywell International Inc.
Date: October 16, 2015	By: /s/ Adam M. Matteo Adam M. Matteo Vice President and Controller (on behalf of the Registrant and as the Registrant's Principal Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amended and Restated Five Year Credit Agreement dated as of July 10, 2015 among Honeywell International Inc., the banks, financial institutions and other institutional lenders parties thereto, Citibank, N.A., as administrative agent, Citibank International Limited, as swing line agent, JPMorgan Chase Bank, N.A., as syndication agent, Bank of America, N.A., Barclays Bank PLC, Deutsche Bank Securities Inc., Goldman Sachs Bank USA, Morgan Stanley MUFG Loan Partners, LLC and Wells Fargo Bank, National Association, as documentation agents, and Citigroup Global Markets Inc., and J.P. Morgan Securities LLC, as joint lead arrangers and co-book managers (incorporated by reference to Exhibit 10.1 to Honeywell's Form 8-K filed July 10, 2015)
11	Computation of Per Share Earnings (1)
12	Computation of Ratio of Earnings to Fixed Charges (filed herewith)
31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)
101.INS	XBRL Instance Document (filed herewith)
101.SCH	XBRL Taxonomy Extension Schema (filed herewith)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase (filed herewith)
101.DEF	XBRL Taxonomy Extension Definition Linkbase (filed herewith)
101.LAB	XBRL Taxonomy Extension Label Linkbase (filed herewith)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase (filed herewith)

(1) Data required is provided in Note 5, Earnings Per Share, of Notes to Financial Statements.