

Gregg Judd A.  
Form 4  
April 26, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gregg Judd A.

2. Issuer Name and Ticker or Trading Symbol  
HONEYWELL INTERNATIONAL INC [HON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
101 COLUMBIA ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/25/2011

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

MORRISTOWN, NJ 07960  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	<u>(1)</u>	04/25/2011	A	3,000	<u>(2)</u>	<u>(2)</u>	Common Stock	3
Stock Options (right to buy)	\$ 60.47	04/25/2011	A <sup>(3)</sup>	5,000	<u>(3)</u>	04/24/2021	Common Stock	5
Deferred Compensation (Phantom Shares)	<u>(1)</u>	04/25/2011	A	663.129	<u>(4)</u>	<u>(4)</u>	Common Stock	66

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gregg Judd A. 101 COLUMBIA ROAD MORRISTOWN, NJ 07960			X	

## Signatures

Jacqueline Katzel for Judd A. Gregg	04/26/2011
**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) Instrument converts to common stock on a one-for-one basis.
- (2) The Restricted Stock Units were granted under the 2006 Stock Plan for Non-Employee Directors of Honeywell International Inc. and will vest on the fifth anniversary of continuous service on the Board of Directors.
- (3) Represents exempt grant of non-qualified stock options under the 2006 Stock Plan for Non-Employee Directors of Honeywell International Inc. that vest in four equal annual installments, with the first installment vesting on April 1, 2012.
- (4) Phantom shares are accrued under the Deferred Compensation Plan for Non-Employee Directors of Honeywell International Inc. and will be settled in cash upon termination or retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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