Winters Kathleen A Form 4 July 31, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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)

(Ctata)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Winters Kathleen A Issuer Symbol HONEYWELL INTERNATIONAL (Check all applicable) INC [HON] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title (Month/Day/Year) below) 101 COLUMBIA ROAD 07/27/2012 Vice President and Controller (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MORRISTOWN, NJ 07960 Person

(City)	(State) (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 tion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	07/27/2012		M	7,000	A	\$ 23.93	25,241	D	
Common Stock	07/27/2012		S	4,631	D	\$ 59.2 (1)	20,610	D	
Common Stock	07/27/2012		M	2,310	A	\$ 58.67	22,920	D	
Common Stock	07/27/2012		F	759	D	\$ 58.67	22,161	D	
Common Stock							1,529.931	I	Held in 401(k) plan

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
					(4)	(D)	Date Exercisable	Expiration Date	Title I
				Code V	(A)	(D)			,
Stock Option (right to buy)	\$ 23.93	07/27/2012		M		7,000	01/01/2006	02/06/2013(2)	Common Stock
Restricted Units	(3)	07/27/2012	07/27/2012	M		2,310	07/27/2012	07/27/2012	Common Stock
Supplemental Savings Plan Interests	(3)	07/27/2012		A(4)	7.43		<u>(4)</u>	<u>(4)</u>	Common Stock

Reporting Owners

Relationships Reporting Owner Name / Address

Other Director 10% Owner Officer

Winters Kathleen A 101 COLUMBIA ROAD MORRISTOWN, NJ 07960

Vice President and Controller

Signatures

Jacqueline Katzel for Kathleen Winters

07/31/2012

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.20 to \$59.21, inclusive. The reporting person undertakes to provide to Honeywell International Inc., any security holder of Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares

Reporting Owners 2

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sold at each separate price within the range set forth in this footnote 1.

- 7,000 options were granted to the Reporting Person on February 7, 2003 under the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates and, if not exercised, would have expired on February 6, 2013. There have been no prior exercises
- (2) with respect to this grant. Following the exercise, the Reporting Person remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares sold to cover the exercise price and taxes) for at least one year.
- (3) Instrument converts to common stock on a one-for-one basis.
- (4) Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 07/27/2012.

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.