

HONEYWELL INTERNATIONAL INC
Form 424B5
February 18, 2009

**FILED PURSUANT TO RULE 424(b)(5)
REGISTRATION NO. 333-141013**

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Offered	Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
\$600,000,000 3.875% Senior Notes Due 2014	\$ 598,416,000	\$ 23,518
\$900,000,000 5.000% Senior Notes Due 2019	\$ 896,787,000	\$ 35,244
TOTAL	\$ 1,495,203,000	\$ 58,762

(1) Excludes accrued interest, if any

(2) Pursuant to Rule 457(p) under the Securities Act of 1933, as amended, filing fees of \$186,083 were previously paid with respect to unsold securities registered pursuant to a registration statement on Form S-3 (No. 333-86874), initially filed by Honeywell International Inc. on April 24, 2002. Those fees have been carried forward for application in connection with offerings under this registration statement. Pursuant to Rule 457(p), after application of the aggregate \$58,762 fee with respect to the \$600,000,000 3.875% Senior Notes Due 2014 and the \$900,000,000 5.000% Senior Notes Due 2019, as well as the previous application of application of the aggregate \$123,631 fee with respect to the (i) 6,112,500 shares of common stock registered for resale and (ii) offerings by the company of (a) \$600,000,000 4.250% Senior Notes Due 2013 and \$900,000,000 5.300% Senior Notes Due 2018 in February 2008, (b) \$500,000,000 Floating Rate Senior Notes Due 2009 and \$400,000,000 5.625% Senior Notes Due 2012 in July 2007 and (c) \$400,000,000 5.30% Senior Notes Due 2017 and \$600,000,000 5.70% Senior Notes Due 2037 in March 2007, \$3,690 remains available for future registration fees. No additional fee has been paid with respect to this offering.

**Prospectus Supplement
(To Prospectus dated March 1, 2007)**

\$1,500,000,000

HONEYWELL INTERNATIONAL INC.

**\$600,000,000 3.875% Senior Notes Due 2014
\$900,000,000 5.000% Senior Notes Due 2019**

We are offering \$600,000,000 of our 3.875% senior notes due 2014 (the 2014 notes) and \$900,000,000 of our 5.000% senior notes due 2019 (the 2019 notes and, together with the 2014 notes, the notes). The 2014 notes will bear interest at a fixed rate of 3.875% per annum and the 2019 notes will bear interest at a fixed rate of 5.000% per annum. We will pay interest semiannually in arrears on each of the 2014 notes and the 2019 notes on February 15 and August 15 of each year, beginning on August 15, 2009. Interest on the notes will accrue from February 20, 2009. The 2014 notes will mature on February 15, 2014 and the 2019 notes will mature on February 15, 2019.

We may redeem the 2014 notes or the 2019 notes at any time in whole or from time to time in part at the redemption prices set forth under the heading Description of the Notes Optional Redemption in this prospectus supplement.

The notes will be our senior unsecured and unsubordinated obligations and will rank equally with all of our existing and future senior unsecured debt and senior to all our subordinated debt.

Investing in the notes involves risks that are described in the Risk Factors section on page S-5 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per 2014 Note	Total	Per 2019 Note	Total
Public offering price (1)	99.736 %	\$ 598,416,000	99.643 %	\$ 896,787,000
Underwriting discount	0.350 %	\$ 2,100,000	0.450 %	\$ 4,050,000
Proceeds to us	99.386 %	\$ 596,316,000	99.193 %	\$ 892,737,000

- (1) Plus accrued interest, if any, from February 20, 2009 if settlement occurs after that date.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company for the accounts of its participants, including Clearstream, Luxembourg and the Euroclear System, on or about February 20, 2009.

Joint Book-Running Managers

**J.P. Morgan
RBS Greenwich Capital**

**Deutsche Bank Securities
UBS Investment Bank**

Senior Co-Managers

Banc of America Securities LLC

Barclays Capital

Citi

Goldman, Sachs & Co.

Co-Managers

BBVA Securities

BNP PARIBAS

HSBC

Mitsubishi UFJ Securities

SOCIETE GENERALE

Banca IMI

February 17, 2009

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You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus, and any free writing prospectus prepared by or on behalf of us. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement. We and the underwriters have not authorized anyone to provide you with information that is different. This prospectus supplement and the accompanying prospectus may only be used where it is legal to sell these securities. The information in this prospectus supplement and the accompanying prospectus may only be accurate as of the date of this prospectus supplement, the accompanying prospectus or the information incorporated by reference herein or therein. Our business, financial condition and results of operations may have changed since those dates.

In this prospectus supplement and the accompanying prospectus, all references to we, us, our and Honeywell refer to Honeywell International Inc. and its consolidated subsidiaries, unless the context otherwise requires. The term underwriters refers to J.P. Morgan Securities Inc., Deutsche Bank Securities Inc., Greenwich Capital Markets, Inc. and UBS Securities LLC.

We are offering the notes globally for sale in those jurisdictions in the United States, Europe, Asia and elsewhere where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons who receive this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See Underwriting.

References herein to \$ and dollars are to United States dollars.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. Our SEC filings are available to the public from the SEC's Web site at <http://www.sec.gov>. You may also read and copy any document we file at the SEC's public reference room in Washington, D.C. located at 100 F Street N.E., Room 1580, Washington, D.C. 20549. You may also obtain copies of any document we file at prescribed rates by writing to the Public Reference Section of the SEC at that address. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Information about us, including our SEC filings, is also available on our Web site at <http://www.honeywell.com>. The information on or linked to/from our Web site is not part of, and is not incorporated by reference into, this prospectus supplement or the accompanying prospectus.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus supplement and the accompanying prospectus the information in other documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this document, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained herein. We incorporate by reference in this prospectus supplement and the accompanying prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, prior to the termination of the offering of notes under this prospectus supplement:

Our
Annual
Report on
Form
10-K for
the year
ended
December
31, 2008,
filed with
the SEC
on
February
13, 2009;
and

Our Proxy
Statement
filed with
the SEC
on March
13, 2008.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules. You may obtain a copy of any or all of the documents referred to above which may have been or may be incorporated by reference herein (excluding certain exhibits to the documents) at no cost to you by writing or telephoning us at the following address:

Honeywell International Inc.
101 Columbia Road
Morris Township, New Jersey 07962
Attn: Investor Relations Department
(973) 455-2000

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those that address activities, events or developments that we or our management intend, expect, project, believe or anticipate will or may occur in the future. They are based on management's assumptions and assessments in light of past experience and trends, current conditions, expected future developments and other relevant factors. They are not guarantees of future performance, and actual results, developments and business decisions may differ significantly from those envisaged by our forward-looking statements. We do not undertake to update or revise any of our forward-looking statements. Our forward-looking statements are also subject to risks and uncertainties that can affect our performance in both the near- and long-term. These forward-looking statements should be considered in light of the information included in this prospectus supplement and the accompanying prospectus, including the information under the heading "Risk Factors" in this prospectus supplement and in our Form 10-K for the year ended December 31, 2008, and the description of trends and other factors in Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in our Form 10-K for the year ended December 31, 2008 and in our other filings with the SEC.

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PROSPECTUS SUPPLEMENT SUMMARY

Honeywell International Inc.

Honeywell International Inc. is a diversified technology and manufacturing company, serving customers worldwide with aerospace products and services, control, sensing and security technologies for buildings, homes and industry, turbochargers, automotive products, specialty chemicals, electronic and advanced materials, and process technology for refining and petrochemicals. Honeywell was incorporated in Delaware in 1985 and its principal executive offices are located at 101 Columbia Road, Morris Township, New Jersey, 07962-2497. Its main telephone number is (973) 455-2000.

The Offering

The offering terms of the notes are summarized below solely for your convenience. This summary is not a complete description of the notes. You should read the full text and more specific details contained elsewhere in this prospectus supplement and the accompanying prospectus. For a more detailed description of the notes, see the discussion under the caption **Description of the Notes** beginning on page S-8 of this prospectus supplement.

Issuer	Honeywell International Inc., a Delaware corporation.
Notes Offered	\$600,000,000 aggregate principal amount of 2014 notes and \$900,000,000 aggregate principal amount of 2019 notes.
Maturity Dates	The 2014 notes mature on February 15, 2014 and the 2019 notes mature on February 15, 2019.
Interest Rates	The 2014 notes will bear interest from February 20, 2009 at the fixed rate of 3.875% per annum, payable semiannually in arrears and the 2019 notes will bear interest from February 20, 2009 at the fixed rate of 5.000% per annum, payable semiannually in arrears.
Interest Payment Dates	February 15 and August 15 of each year, for each of the 2014 notes and the 2019 notes, in each case beginning August 15, 2009.
Optional Redemption	We may redeem the notes, in whole at any time or in part from time to time, at the redemption prices described under Description of the Notes Optional Redemption in this prospectus supplement.
Ranking	The notes will be unsecured and unsubordinated obligations and will rank equally with each other and with all of our other existing and future unsecured and unsubordinated indebtedness. See Description of the Notes Ranking in this prospectus supplement.
Covenants	The indenture governing the notes contains various covenants. These covenants are subject to a number of important qualifications and exceptions. See Description of Debt Securities Covenants in the accompanying prospectus.
Minimum Denominations	The notes will be issued and may be transferred only in minimum denominations of \$2,000 and multiples of \$1,000 in excess thereof.

Form

The notes are being issued in fully registered form and will be represented by one or more global notes deposited with The Depository Trust Company, or DTC, or its nominee and registered in book-entry form in the name of Cede & Co., DTC's nominee. Beneficial interests in the global notes will be shown on, and transfers will only be made through, the records maintained by DTC and its participants, including Clearstream, Luxembourg and the

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Euroclear System. See **Book-entry Issuance** in the accompanying prospectus.

Use of Proceeds	We intend to use the net proceeds from the sale of the notes to repay \$300 million of floating rate notes due March 13, 2009 and outstanding commercial paper, including commercial paper issued to finance, in part, the acquisition of Safety Products Holdings, Inc., and for general corporate purposes. See Use of Proceeds in this prospectus supplement.
Risk Factors	For a discussion of factors you should carefully consider before deciding to purchase the notes, see Risk Factors beginning on page S-5 of this prospectus supplement and under the headings Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations of our annual report on Form 10-K for the year ended December 31, 2008 filed with the SEC and incorporated by reference into this prospectus supplement.
Ratings	The notes are expected to be rated A2 by Moody's Investors Service, A by Standard & Poor's Rating Services, A by Fitch Ratings and A by Dominion Bond Rating Service, in each case with a stable outlook. These ratings are not a recommendation to buy, sell, or hold any securities of Honeywell International Inc. Such ratings may be subject to revisions or withdrawal by these agencies at any time and should be evaluated independently of each and any other rating that may be assigned to the securities.
Absence of a Public Market	There is no public trading market for the notes, and there is no intention to apply for listing of the notes on any national securities exchange or for quotation of the notes on any automated dealer quotations system. See Risk Factors An active trading market for the notes may not develop.
Further Issues	We may create and issue additional notes of any series ranking equally with the notes of the corresponding series and having the same terms (other than the payment of interest accruing prior to the issue date of such further notes or except for the first payment of interest following the issue date of such further notes). Such notes, if issued, may be consolidated and form a single series with the notes of the corresponding series. See Description of the Notes Further Issues in this prospectus supplement.
Governing Law	New York law will govern the indenture and the notes.

RISK FACTORS

An investment in the notes may involve various risks. Prior to making a decision about investing in our securities, and in consultation with your own financial and legal advisors, you should carefully consider, among other matters, the following risk factors, as well as those incorporated by reference in this prospectus supplement from our most recent annual report on Form 10-K under the headings Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations and other filings we may make from time to time with the SEC.

The notes are subject to prior claims of any secured creditors and the creditors of our subsidiaries, and if a default occurs we may not have sufficient funds to fulfill our obligations under the notes.

The notes are our unsecured general obligations, ranking equally with our other senior unsecured indebtedness but below any secured indebtedness and effectively below the debt and other liabilities of our subsidiaries. The indenture governing the notes permits us and our subsidiaries to incur secured debt under specified circumstances. If we incur any secured debt, our assets and the assets of our subsidiaries will be subject to prior claims by our secured creditors. In the event of our bankruptcy, liquidation, reorganization or other winding up, assets that secure debt will be available to pay obligations on the notes only after all debt secured by those assets has been repaid in full. Holders of the notes will participate in our remaining assets ratably with all of our unsecured and unsubordinated creditors, including our trade creditors.

If we incur any additional obligations that rank equally with the notes, including trade payables, the holders of those obligations will be entitled to share ratably with the holders of the notes in any proceeds distributed upon our insolvency, liquidation, reorganization, dissolution or other winding up. This may have the effect of reducing the amount of proceeds paid to you. If there are not sufficient assets remaining to pay all these creditors, all or a portion of the notes then outstanding would remain unpaid.

Negative covenants in the indenture will have a limited effect.

The indenture governing the notes contains negative covenants that apply to us; however, the limitation on liens and limitation on sale and leaseback covenants contain exceptions that will allow us to create, grant or incur liens or security interests with respect to our headquarters and certain other material facilities. See Description of Debt Securities Covenants in the accompanying prospectus. In light of these exceptions, holders of the notes may be structurally or contractually subordinated to new lenders.

Changes in our credit ratings may adversely affect the value of the notes.

The notes are expected to be rated A2 by Moody's Investors Service, A by Standard & Poor's Ratings Services, A by Fitch Ratings and A by Dominion Bond Rating Service, in each case with a stable outlook. Such ratings are limited in scope, and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. An explanation of the significance of such rating may be obtained from such rating agency. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency's judgment, circumstances so warrant. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of the notes and increase our corporate borrowing costs.

An active trading market for the notes may not develop.

There is no existing market for the notes and we do not intend to apply for listing of the notes on any securities exchange or any automated quotation system. Accordingly, there can be no assurance that a trading market for the notes will ever develop or will be maintained. Further, there can be no assurance as to the liquidity of any market that

may develop for the notes, your ability to sell your notes or the price at

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which you will be able to sell your notes. Future trading prices of the notes will depend on many factors, including prevailing interest rates, our financial condition and results of operations, the then-current ratings assigned to the notes and the market for similar securities. Any trading market that develops would be affected by many factors independent of and in addition to the foregoing, including:

time
remaining
to the
maturity of
the notes;

outstanding
amount of
the notes;

the terms
related to
optional
redemption
of the
notes; and

level,
direction
and
volatility of
market
interest
rates
generally.

The underwriters have advised us that they currently intend to make a market in the notes, but they are not obligated to do so and may cease market making at any time without notice.

USE OF PROCEEDS

The net proceeds from the offering of the notes, which are expected to be approximately \$1,488,353,000 after underwriting discounts and payment of our expenses related to the offering, will be used to repay \$300 million of floating rate notes due March 13, 2009 (the maturing notes) and outstanding commercial paper, including commercial paper issued to finance, in part, the acquisition of Safety Products Holdings, Inc., and for general corporate purposes. As of December 31, 2008, our commercial paper had a weighted average interest rate of approximately 1.23% and a weighted average maturity of approximately 53 days, and the maturing notes had an interest rate of 2.06%.

Pending any specific application, we may initially invest the net proceeds from the offering in short-term marketable securities or apply them to reduce short-term indebtedness.

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DESCRIPTION OF THE NOTES

The following description of the particular terms of the notes offered hereby supplements the description of the general terms and provisions of debt securities under the heading *Description of Debt Securities* in the accompanying prospectus. Terms used in this prospectus supplement that are otherwise not defined will have the meanings given to them in the accompanying prospectus. The following summaries of certain provisions of the indenture do not purport to be complete and are subject to and are qualified in their entirety by reference to all of the provisions of the indenture. Capitalized and other terms not otherwise defined in this prospectus supplement or in the accompanying prospectus have the meanings given to them in the indenture. You may obtain a copy of the indenture from us upon request. See *Where You Can Find More Information* in this prospectus supplement.

General

The 2014 notes and the 2019 notes will be issued as separate series under an indenture dated March 1, 2007 (the *indenture*) between us and Deutsche Bank Trust Company Americas, as trustee. The 2014 notes will mature on February 15, 2014 and the 2019 notes will mature on February 15, 2019.

Unless previously redeemed or purchased and cancelled, we will repay the notes in cash at 100% of their principal amount together with accrued and unpaid interest thereon at maturity. We will pay principal of and interest on the notes in U.S. dollars.

The notes will be redeemable by us at any time prior to maturity as described below under *Optional Redemption*.

The notes will be issued in registered, book-entry form only without interest coupons in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

The notes will not be subject to a sinking fund. The notes will be subject to defeasance as described under *Description of Debt Securities Defeasance Provisions* in the accompanying prospectus.

The indenture and the notes do not limit the amount of indebtedness which may be incurred or the amount of securities which may be issued by us, and contain no financial or similar restrictions on us, except as described under *Description of Debt Securities Covenants* in the accompanying prospectus.

The 2014 notes will be issued in an aggregate initial principal amount of \$600,000,000 and the 2019 notes will be issued in an aggregate initial principal amount of \$900,000,000, subject in each case to our ability to issue additional notes which may be of the same series as the notes as described below under *Further Issues* in this prospectus supplement.

If the scheduled maturity date or redemption date for the notes of any series falls on a day that is not a business day, the payment of principal and accrued interest will be made on the next succeeding business day, and no interest on such payment shall accrue for the period from and after the scheduled maturity date or redemption date, as the case may be.

Ranking

The notes will be our senior unsecured debt obligations and will rank equally among themselves and with all of our other present and future senior unsecured indebtedness.

Interest

The 2014 notes will bear interest at a fixed rate of 3.875% per annum and the 2019 notes will bear interest at a fixed rate of 5.000% per annum. Interest on the notes will accrue from February 20, 2009, or from the most recent interest payment date to which interest has been paid or provided for, to but excluding the relevant interest payment date. We will make interest payments on each of the 2014 notes and the 2019 notes semiannually in arrears on February 15 and August 15 of each year, beginning on

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August 15, 2009, to the person in whose name such notes are registered at the close of business on the immediately preceding February 1 or August 1, as applicable. Interest on each of the 2014 notes and the 2019 notes will be computed on the basis of a 360-day year of twelve 30-day months.

If an interest payment date for the notes falls on a day that is not a business day, the interest payment shall be postponed to the next succeeding business day, and no interest on such payment shall accrue for the period from and after such interest payment date.

Optional Redemption

Each of the 2014 notes and the 2019 notes are redeemable at our option, at any time in whole or from time to time in part, upon mailed notice to the registered address of each holder of notes at least 30 days but not more than 60 days prior to the redemption. The redemption price will be equal to the greater of (1) 100% of the principal amount of the notes to be redeemed and (2) the sum of the present values of the Remaining Scheduled Payments on such notes discounted to the date of redemption, on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months), at a rate equal to the sum of the applicable Treasury Rate plus 35 basis points in the case of the 2014 notes and 35 basis points in the case of the 2019 notes. Accrued interest will be paid to but excluding the redemption date.

Treasury Rate means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity (computed as of the third business day immediately preceding that redemption date) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

Comparable Treasury Issue means the United States Treasury security selected by a Reference Treasury Dealer as having an actual or interpolated maturity comparable to the remaining term of the notes called for redemption, that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of notes called for redemption.

Comparable Treasury Price means, with respect to any redemption date, the average, as determined by us, of the Reference Treasury Dealer Quotations for that redemption date.

Reference Treasury Dealer means each of J.P. Morgan Securities Inc., Deutsche Bank Securities Inc., Greenwich Capital Markets, Inc., UBS Securities LLC and one other primary U.S. Government securities dealer selected by us, and each of their respective successors. If any one shall cease to be a primary U.S. Government securities dealer, we will substitute another nationally recognized investment banking firm that is a primary U.S. Government securities dealer.

Reference Treasury Dealer Quotations means, on any redemption date, the average, as determined by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to us by each Reference Treasury Dealer at 3:30 p.m., New York City time, on the third business day preceding that redemption date.

Remaining Scheduled Payments means the remaining scheduled payments of principal of and interest on the notes called for redemption that would be due after the related redemption date but for that redemption. If that redemption date is not an interest payment date with respect to the notes called for redemption, the amount of the next succeeding scheduled interest payment on such notes will be reduced by the amount of interest accrued to such redemption date.

We will prepare and mail a notice of redemption to each holder of notes to be redeemed by first-class mail at least 30 and not more than 60 days prior to the date fixed for redemption. On and after a redemption date, interest will cease to accrue on the notes called for redemption (unless we default in the payment of the redemption price and accrued interest). On or before a redemption date, we will deposit with a paying agent (or the Trustee) money sufficient to pay

the redemption price of and accrued interest on the notes to be redeemed on that date. If less than all of the notes are to be redeemed, the notes to be

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redeemed shall be selected by the trustee pro rata or by lot or by a method the trustee deems to be fair and appropriate.

Further Issues

We may from time to time, without notice to or the consent of the registered holders of a series of debt securities, create and issue further debt securities of any such series ranking equally with the debt securities of the corresponding series and having the same terms in all respects (other than the payment of interest accruing prior to the issue date of such further debt securities or except for the first payment of interest following the issue date of such further debt securities). Such further debt securities may be consolidated and form a single series with the debt securities of the corresponding series.

Regarding the Trustee

We and our affiliates maintain various commercial and service relationships with the trustee and its affiliates in the ordinary course of business. Deutsche Bank Trust Company Americas has relationships with us as described under the heading "Description of Debt Securities Regarding the Trustee" in the accompanying prospectus.

UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following discussion summarizes certain U.S. federal income tax considerations that may be relevant to you if you invest in the notes. Except as discussed under **Non-U.S. Holders and Information Reporting and Backup Withholding** below, the discussion generally applies only to holders of notes that are U.S. holders. You will be a U.S. holder if you are (i) an individual who is a citizen or resident of the United States for U.S. federal income tax purposes, (ii) a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (iv) a trust if (A) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (B) the trust has in effect a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person for U.S. federal income tax purposes. This discussion applies only to those persons holding notes that: (i) are held as capital assets and (ii) are purchased by those initial holders who purchase notes at the issue price, which will equal the first price at which a substantial amount of the notes is sold for money to the public (not including bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). This discussion does not address considerations that may be relevant to you if you are an investor that is subject to special tax rules, such as a bank, thrift, real estate investment trust, regulated investment company, insurance company, dealer in securities or currencies, trader in securities or commodities that elects mark to market treatment, person that will hold notes as a position in a straddle, conversion or integrated transaction, tax-exempt organization, partnership or other entity classified as a partnership for U.S. federal income tax purposes, one of certain former citizens and residents of the United States, a person who is liable for the alternative minimum tax, or a U.S. person whose functional currency is not the U.S. dollar. If an entity that is treated as a partnership for U.S. federal income tax purposes holds the notes, the tax treatment of a partner generally will depend on the status of the partner and the activities of the partnership. If you are a partner in such an entity, you should consult your tax advisor. In addition, this discussion does not describe any tax consequences arising out of the tax laws of any state, local or foreign jurisdiction, or any possible applicability of U.S. federal gift or estate tax.

This summary is based on the Internal Revenue Code of 1986, as amended (the Code), and Treasury Regulations, rulings and judicial decisions now in effect, all of which may change. Any change could apply retroactively and could affect the continued validity of this summary.

You should consult your tax advisor about the tax consequences of purchasing or holding notes, including the relevance to your particular situation of the considerations discussed below, as well as the relevance to your particular situation of state, local, foreign or other tax laws.

Payments or Accruals of Interest

Payments or accruals of interest on a note will be taxable to you as ordinary income at the time that you actually or constructively receive or accrue such amounts (in accordance with your regular method of tax accounting).

Purchase, Sale, Redemption and Retirement of Notes

Your tax basis in a note generally will equal the cost of the note to you. When you sell or exchange a note, or if a note that you hold is retired or redeemed, you generally will recognize gain or loss equal to the difference between the amount you realize on the transaction (excluding any accrued interest, which will be subject to tax in the manner described above under **Payments or Accruals of Interest**) and your tax basis in the note. Special rules may apply to notes redeemed in part.

The gain or loss that you recognize on the sale, exchange, redemption or retirement of a note generally will be capital gain or loss. The capital gain or loss on the sale, exchange, redemption or retirement of a note will be long-term

capital gain or loss if you have held the note for more than one year on the date of

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disposition. Net long-term capital gain recognized by an individual U.S. holder generally is subject to tax at a lower rate than net short-term capital gain or ordinary income. The ability of U.S. holders to offset capital losses against ordinary income is limited.

Non-U.S. Holders

For purposes of the discussion below, interest and gain on the sale, redemption or repayment of notes will be considered to be U.S. trade or business income if such income or gain is (i) effectively connected with the conduct of a U.S. trade or business and (ii) in the case of a person eligible for the benefits of a bilateral income tax treaty to which the United States is a party, attributable to a U.S. permanent establishment (or, in the case of an individual, a fixed base) in the United States.

Subject to the discussion below regarding backup withholding, interest paid on the notes to a nonresident alien individual, foreign corporation, or foreign estate or trust (a non-U.S. holder), generally will not be subject to U.S. federal income or withholding tax if such interest is not U.S. trade or business income and is portfolio interest. Interest on the notes will qualify as portfolio interest if the non-U.S. holder (i) does not actually or constructively own 10% or more of the total combined voting power of all classes of our stock entitled to vote, (ii) is not a controlled foreign corporation with respect to which we are a related person within the meaning of the Code, (iii) is not a bank that is receiving the interest on a loan made in the ordinary course of its trade or business and (iv) certifies, under penalties of perjury on Form W-8BEN (or such successor form as the Internal Revenue Service (IRS) designates), prior to the payment, that such holder is not a U.S. person and provides such holder's name and address. The gross amount of payments of interest that do not qualify for the portfolio interest exception and that are not U.S. trade or business income will be subject to U.S. withholding tax at a rate of 30% unless a treaty applies to reduce or eliminate withholding. U.S. trade or business income will be taxed at regular, graduated U.S. income tax rates rather than the 30% rate. In the case of a non-U.S. holder that is a corporation, such U.S. trade or business income may also be subject to a branch profits tax equal to 30% (or a lower rate under an applicable income tax treaty) of such amount, subject to adjustments. To claim the benefits of a treaty exemption from or reduction in withholding, a non-U.S. holder must provide a properly executed Form W8BEN (or such successor form as the IRS designates), and to claim an exemption from withholding because income is U.S. trade or business income, a non-U.S. holder must provide a properly executed Form W8ECI (or such successor form as the IRS designates), in either case prior to the payment of interest. These forms may need to be periodically updated. A non-U.S. holder who is claiming the benefits of a treaty may be required in certain instances to obtain and to provide a U.S. taxpayer identification number (TIN) on a Form W-8BEN.

If you are a non-U.S. holder, any gain you realize on a sale, exchange, redemption or other disposition of notes generally will be exempt from U.S. federal income tax, including withholding tax. This exemption will not apply to you if (i) the gain is U.S. trade or business income, in which case the branch profits tax may also apply if you are a corporate non-U.S. holder or (ii) you are an individual who is present in the United States for 183 or more days in the taxable year of the disposition and certain other requirements are met. Special rules may apply to notes redeemed in part.

Special rules may apply to certain non-U.S. holders (or their beneficial owners), such as controlled foreign corporations, passive foreign investment companies, and certain expatriates, that are subject to special treatment under the Code. Such non-U.S. holders (or their beneficial owners) should consult their own tax advisors to determine the U.S. federal, state, local and other tax consequences that may be relevant to them.

Information Reporting and Backup Withholding

If you are a U.S. holder, you will generally be subject to information reporting and may also be subject to backup withholding, currently at a rate of 28%, when you receive interest payments on a note or proceeds upon the sale or other disposition of a note. Certain U.S. holders (including, among others, corporations and certain tax-exempt

organizations) are generally not subject to information reporting or

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backup withholding. In addition, backup withholding will not apply if you provide your TIN to the payor in the prescribed manner unless: (A) the IRS notifies us or our agent that the TIN you provided is incorrect; (B) you fail to report interest and dividend payments that you receive on your tax return and the IRS notifies us or our agent that withholding is required; or (C) you fail to certify under penalties of perjury that (i) you provided us with your correct TIN, (ii) you are not subject to backup withholding, and (iii) you are a U.S. person (including a U.S. resident alien).

Information returns will be filed with the IRS in connection with payments on the notes to non-U.S. holders. If you are a non-U.S. holder, you may have to comply with certification procedures to establish your non-U.S. status in order to avoid additional information reporting and backup withholding requirements. The certification procedures required to claim the exemption from withholding tax on interest income described above will satisfy these certification requirements.

The amount of any backup withholding from a payment to a holder will be allowed as a credit against the holder's U.S. federal income tax liability and may entitle the holder to a refund, provided that the required information is furnished to the IRS.

THE PRECEDING DISCUSSION OF FEDERAL INCOME TAX CONSEQUENCES IS FOR GENERAL INFORMATION ONLY AND IS NOT TAX ADVICE. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT HIS, HER OR ITS OWN TAX ADVISOR AS TO PARTICULAR TAX CONSEQUENCES TO HIM, HER OR IT OF PURCHASING, HOLDING AND DISPOSING OF NOTES, INCLUDING THE APPLICABILITY AND EFFECT OF ANY STATE, LOCAL OR FOREIGN TAX LAWS, AND OF ANY PROPOSED CHANGES IN APPLICABLE LAW.

UNDERWRITING

We are offering the notes described in this prospectus supplement through a number of underwriters. J.P. Morgan Securities Inc., Deutsche Bank Securities Inc., Greenwich Capital Markets, Inc. and UBS Securities LLC are the representatives of the underwriters. We have entered into a firm commitment underwriting agreement with the underwriters. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to the underwriters, and each underwriter has severally agreed to purchase, the aggregate principal amount of notes listed next to its name in the following table:

Underwriter	Principal Amount of 2014 Notes	Principal Amount of 2019 Notes
J.P. Morgan Securities Inc.	\$ 120,000,000	\$ 180,000,000
Deutsche Bank Securities Inc.	120,000,000	180,000,000
Greenwich Capital Markets, Inc.	120,000,000	180,000,000
UBS Securities LLC	96,000,000	144,000,000
Banc of America Securities LLC	24,000,000	36,000,000
Barclays Capital Inc.	24,000,000	36,000,000
Citigroup Global Markets Inc.	24,000,000	36,000,000
Goldman, Sachs & Co.	24,000,000	36,000,000
BBVA Securities Inc.	8,400,000	12,600,000
BNP Paribas Securities Corp.	8,400,000	12,600,000
HSBC Securities (USA) Inc.	8,400,000	12,600,000
Mitsubishi UFJ Securities International plc	8,400,000	12,600,000
SG Americas Securities, LLC	8,400,000	12,600,000
Banca IMI S.p.A.	6,000,000	9,000,000
Total	\$ 600,000,000	\$ 900,000,000

The underwriting agreement is subject to a number of terms and conditions and provides that the underwriters must buy all of the notes if they buy any of them. The underwriters will sell the notes to the public when and if the underwriters buy the notes from us.

The underwriters have advised us that they propose initially to offer the notes to the public for cash at the public offering prices set forth on the cover of this prospectus supplement, and to certain dealers at such prices less concessions not in excess of 0.200% of the principal amount of the 2014 notes and 0.300% of the principal amount of the 2019 notes. The underwriters may allow, and such dealers may reallow, a concession not in excess of 0.125% of the principal amount of the 2014 notes and 0.125% of the principal amount of the 2019 notes to certain other dealers. After the public offering of the notes, the public offering price and other selling terms may be changed.

We estimate that our share of the total expenses of the offering, excluding underwriting discounts, will be approximately \$700,000.

We have agreed to indemnify the underwriters against, or contribute to payments that the underwriters may be required to make in respect of, certain liabilities, including liabilities under the Securities Act of 1933.

Each series of notes is a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or on any automated dealer quotation system. The representatives may make a market in the notes after completion of the offering, but will not be obligated to do so and may discontinue any market-making activities at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes or that an active public market for the notes will develop. If an active public market for the notes does not develop, the market price and liquidity of the notes may be adversely affected.

In connection with the offering of the notes, the representatives may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Specifically, the representatives may over allot

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in connection with the offering, creating a short position. In addition, the representatives may bid for, and purchase, the notes in the open market to cover short positions or to stabilize the price of the notes. Any of these activities may stabilize or maintain the market price of the notes above independent market levels, but no representation is made hereby of the magnitude of any effect that the transactions described above may have on the market price of the notes. The underwriters will not be required to engage in these activities, and may engage in these activities, and may end any of these activities, at any time without notice.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as

shown in its last annual or consolidated accounts;

- (c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or
- (d) in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Each underwriter has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated

an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (FSMA)) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA would not, if Honeywell was not an authorized person, apply to Honeywell; and

- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

The underwriters and certain of their affiliates have provided from time to time, and may provide in the future, investment and commercial banking and financial advisory services to us and our affiliates in the ordinary course of business, for which they have received and may continue to receive customary fees and commissions. Our chairman and chief executive officer is a member of the board of directors of the parent company of J.P. Morgan Securities Inc.

Neither Mitsubishi UFJ Securities International plc nor Banca IMI S.p.A. is a U.S. registered broker-dealer and, therefore, to the extent that either of them intends to effect any sales of the notes in the United States, it will do so through one or more U.S. registered broker-dealers as permitted by FINRA regulations.

LEGAL MATTERS

Certain legal matters will be passed upon for Honeywell by Jacqueline Whorms, Esq., Assistant General Counsel, Corporate Finance, of Honeywell. As of February 17, 2009, Ms. Whorms beneficially owned 875 shares of Honeywell common stock obtainable through the exercise of options. In aggregate, Ms. Whorms had 1400 restricted units and options to acquire 7,000 shares of Honeywell common stock, 875 of which had vested as of February 17, 2009. Certain legal matters relating to the offering of the notes will be passed upon for the underwriters by Davis Polk & Wardwell, New York, New York.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement and the accompanying prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2008 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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Honeywell International Inc.

**Debt Securities
Preferred Stock
Common Stock**

We will provide specific terms of these securities in supplements to this prospectus. You should read this prospectus and the applicable supplement carefully before you invest.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

This prospectus may not be used to consummate sales of securities unless accompanied by a prospectus supplement.

Prospectus dated March 1, 2007

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