

HONEYWELL INTERNATIONAL INC

Form 4

November 13, 2014

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COTE DAVID M

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)
11/11/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

MORRIS TOWNSHIP, NJ 07962

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/11/2014		M		600,000	A \$ 36.51	903,797.4 ⁽¹⁾	D	
Common Stock	11/11/2014		F ⁽²⁾		416,166	D \$ 97.17	487,631.4	D	
Common Stock							388,833.6 ⁽¹⁾	I	Held in a grantor retained annuity trust
Common Stock							23,174.308	I	Held in 401(k)

Common Stock	76,802	I	plan Held in trust
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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options	\$ 36.51	11/11/2014		M		600,000		<u>(3)</u>	02/01/2015 <u>(4)</u>	Common Stock	600,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTE DAVID M 101 COLUMBIA ROAD MORRIS TOWNSHIP, NJ 07962	X		Chairman & CEO	

Signatures

/s/ Jeffrey Neuman for David
M. Cote 11/13/2014

__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) Reflects a contribution of shares of common stock to a grantor retained annuity trust in November 2013 and an annuity payment from that trust to Mr. Cote in November 2014, each of which was exempt from reporting pursuant to Rule 16a-13.
- (2) On November 11, 2014, Mr. Cote exercised 600,000 Employee Stock Options and, under the net settlement provisions of the stock option, 416,166 shares of common stock were withheld in payment of the exercise price and related taxes. Following the exercise, Mr. Cote remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under

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the Guidelines to hold the net gain shares (net of shares withheld to cover the exercise price and taxes) for at least one year.

- (3) The Employee Stock Options were granted under the Company's 2003 Stock Incentive Plan with 240,000 vesting on 1/1/06 and 180,000 vesting each on 1/1/07 and 1/1/08.
- (4) These stock options, if not exercised, would have expired within three months.

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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