

HONEYWELL INTERNATIONAL INC
Form S-8 POS
August 01, 2006

As filed with the Securities and Exchange Commission on July 31, 2006

Registration No. 333-91582

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT No. 1

TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Honeywell International Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

22-2640650

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer Identification Number)

101 Columbia Road

Morristown, NJ 07962

(Address of Registrant's Principal Executive Offices)

Honeywell Savings and Ownership Plan I

(Full Title of the Plan)

Thomas F. Larkins

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Vice President, Corporate Secretary and Deputy General Counsel

Honeywell International Inc.

101 Columbia Road

Morristown, New Jersey 07962

(973) 455-2000

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

On June 28, 2002, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-91582) (the "Form S-8") registering 40,000,000 shares of the Registrant's common stock, par value \$1.00 per share (the "Shares"), as well as plan interests, to be issued to participants under the Honeywell Savings and Ownership Plan I (the "Plan").

We are deregistering the Shares, and the plan interests, because on December 31, 2005 the Plan was merged into the Honeywell Savings and Ownership Plan II (Registration Statement No. 333-108461). As a result of the merger, Shares and plan interests ceased to be offered and sold pursuant to the Plan. As of the date of the merger, the Registrant estimates that approximately 2,100,000 of the Shares registered in connection with the Plan were remaining unsold. This Post-Effective Amendment No. 1 to Registration Statement No. 333-91582 is being filed in order to deregister all Shares and plan interests that were registered under the Form S-8 and remain unsold under the Plan. No plan interests for the Plan nor rights to acquire Shares pursuant to the Plan are outstanding as of the date hereof.

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Exhibit</u> |
|-----------------------|--|
| 24.1 | Power of Attorney of certain officers and directors of the Registrant* |

* Previously filed as Exhibit 24.1 to the Registration Statement on Form S-8 filed with the Securities and Exchange Commission by the Registrant on July 27, 2006.