

COTE DAVID M  
Form 4  
November 14, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
11/10/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chairman & CEO

MORRISTOWN, NJ 07960

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 11/10/2011                           |  | M                              |   | \$ 326,100<br>33.38   | 343,658  | D                                 |
| Common Stock                    | 11/10/2011                           |  | M                              |   | \$ 225,000<br>33.38   | 568,658  | D                                 |
| Common Stock                    | 11/10/2011                           |  | S                              |   | \$ 433,400<br>53.59<br>(1)  | 135,258  | D                                 |
| Common Stock                    | 11/11/2011                           |  | M                              |   | \$ 50,000<br>33.38  | 185,258  | D                                 |
| Common Stock                    | 11/11/2011                           |  | M                              |   | \$ 500,000<br>33.38   | 685,258  | D                                 |

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|              |            |  |   |         |   |                           |         |   |
|--------------|------------|--|---|---------|---|---------------------------|---------|---|
| Common Stock | 11/11/2011 |  | S | 427,355 | D | \$<br>54.83<br><u>(2)</u> | 257,903 | D |
|--------------|------------|--|---|---------|---|---------------------------|---------|---|

|              |  |  |  |  |  |  |            |   |                     |
|--------------|--|--|--|--|--|--|------------|---|---------------------|
| Common Stock |  |  |  |  |  |  | 36,777.868 | I | Held in 401(k) plan |
|--------------|--|--|--|--|--|--|------------|---|---------------------|

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 of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 33.38   | 11/10/2011                           |  | M                              | 326,100   | 02/22/2004   | 02/18/2012      | Common Stock  | 326,100                    |
| Stock Option (right to buy)                | \$ 33.38   | 11/10/2011                           |  | M                              | 225,000   | 02/19/2005   | 02/18/2012      | Common Stock  | 225,000                    |
| Stock Option (right to buy)                | \$ 33.38   | 11/11/2011                           |  | M                              | 50,000  | 02/19/2005   | 02/18/2012      | Common Stock  | 50,000                     |
| Stock Option (right to buy)                | \$ 33.38   | 11/11/2011                           |  | M                              | 500,000   | 02/19/2005   | 02/18/2012      | Common Stock  | 500,000                    |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

COTE DAVID M  
101 COLUMBIA ROAD  
MORRISTOWN, NJ 07960

Chairman & CEO

## Signatures

Jacqueline Katzel for David  
M. Cote

11/14/2011

\_\_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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.49 to \$53.74, 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 sold at each separate price within the range set forth in this footnote 1.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.64 to \$55.36, 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 sold at each separate price within the range set forth in this footnote 1.

(3) Reflects a prior disposition by the reporting person of derivative securities of the same class that was exempt from reporting pursuant to Rule 16a-12.

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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