

HONEYWELL INTERNATIONAL INC
Form DEFA14A
March 10, 2011

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

**SCHEDULE 14A
(Rule 14a-101)**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant [X]

Filed by a Party other than the Registrant []

Check the appropriate box:

[] Preliminary Proxy Statement

[] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[] Definitive Proxy Statement

[X] Definitive Additional Materials

[] Soliciting Material Pursuant to §240.14a-12

Honeywell International Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee previously paid with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.

3) Filing Party:

4) Date Filed:

*** **Exercise Your *Right to Vote*** ***

IMPORTANT NOTICE Regarding the Availability of Proxy Materials

HONEYWELL INTERNATIONAL INC.

*HONEYWELL INTERNATIONAL INC.
101 COLUMBIA ROAD
MORRIS TOWNSHIP, NJ 07962*

Meeting Information

| | |
|-----------------------------|--|
| Meeting Type: | Annual |
| For holders as of: | February 25, 2011 |
| Date: April 25, 2011 | Time: 10:30 A.M. EDT |
| Location: | Honeywell International Inc. 101 Columbia Road Morris Township, NJ |

You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

M29474-P06560-TBD-TBD

Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

2011 NOTICE AND PROXY STATEMENT 2010
ANNUAL REPORT

How to View Online:

Have the XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.
information that
is printed in the
box marked by
the arrow

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY www.proxyvote.com

INTERNET:

2) BY 1-800-579-1639

TELEPHONE:

3) BY sendmaterial@proxyvote.com

E-MAIL*:

* If requesting materials by e-mail, XXXX XXXX XXXX (located on the following page) in the subject line.
please send a blank e-mail with the
information that is printed in the box
marked by the arrow

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 11, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

ings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the en
ents for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX XXXX XX

requesting a paper copy of the materials, which will include a proxy card.

Voting Items

1. Election of Directors:

The Board of Directors recommends a vote *FOR* Nominees (A) through (J).

- A. Gordon M. Bethune
- B. Kevin Burke
- C. Jaime Chico Pardo
- D. David M. Cote
- E. D. Scott Davis
- F. Linnet F. Deily
- G. Judd Gregg
- H. Clive R. Hollick
- I. George Paz
- J. Bradley T. Sheares

The Board of Directors recommends a vote *FOR* Proposals (2) and (3).

- 2. Approval of Independent Accountants.
- 3. Advisory Vote on Executive Compensation.

The Board of Directors recommends you vote *1 YEAR* on the following proposal:

- 4. Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation.

The Board of Directors recommends a vote *FOR* Proposals (5) and (6).

- 5. 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates.
- 6. Honeywell International Inc. Incentive Compensation Plan For Executive Employees, Amended and Restated Effective As Of January 1, 2011.

The Board of Directors recommends a vote *AGAINST* Proposals (7) and (8).

- 7. Shareholder Action by Written Consent.
- 8. Special Shareowner Meetings.

IMPORTANT - PLEASE READ - THIS IS NOT A BALLOT

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You cannot use this notice to vote these shares. This is an overview only of the proxy materials.

The materials you should review before you cast your vote are now available.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

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