

HONEYWELL INTERNATIONAL INC  
 Form 4  
 December 21, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
**KREINDLER PETER 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)  
**12/19/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr. VP and General Counsel**

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/19/2007                           |  | M                              |   | 25,000  | A  | \$ 23.93  |
| Common Stock                    | 12/19/2007                           |  | S                              |   | 500   | D  | \$ 61.04  |
| Common Stock                    | 12/19/2007                           |  | S                              |   | 100   | D  | \$ 61.05  |
| Common Stock                    | 12/19/2007                           |  | S                              |   | 1,900   | D  | \$ 61.06  |
| Common Stock                    | 12/19/2007                           |  | S                              |   | 4,375   | D  | \$ 61.07  |

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|              |            |   |       |   |          |            |   |                     |
|--------------|------------|---|-------|---|----------|------------|---|---------------------|
| Common Stock | 12/19/2007 | S | 1,725 | D | \$ 61.08 | 46,400     | D |                     |
| Common Stock | 12/19/2007 | S | 2,517 | D | \$ 61.09 | 43,883     | D |                     |
| Common Stock | 12/19/2007 | S | 5,783 | D | \$ 61.1  | 38,100     | D |                     |
| Common Stock | 12/19/2007 | S | 4,400 | D | \$ 61.11 | 33,700     | D |                     |
| Common Stock | 12/19/2007 | S | 3,300 | D | \$ 61.12 | 30,400     | D |                     |
| Common Stock | 12/19/2007 | S | 400   | D | \$ 61.14 | 30,000     | D |                     |
| Common Stock |            |   |       |   |          | 15,279.596 | 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Options                      | \$ 23.93   | 12/19/2007                           |  | M                              | 25,000  | <u>(1)</u> 02/06/2013                                    | Common Stock  | 25,000                        |

## Reporting Owners

| Reporting Owner Name / Address         | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| KREINDLER PETER M<br>101 COLUMBIA ROAD |               |           | Sr. VP and<br>General |       |

MORRISTOWN, NJ 07960

Counsel

## Signatures

Jacqueline Whorms for Peter  
Kreindler

12/21/2007

\_\_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) Options vested in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2004.

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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