

FRADIN ROGER
Form 4
July 27, 2012

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 *
FRADIN ROGER

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)
07/25/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO, ACS

MORRISTOWN, 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De... |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|----------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Restricted Stock Units | (1) | 07/25/2012 | A | 35,000 | | | | | (2) | (2) | Common Stock | 35,000 |
| Restricted Stock Units | (1) | 07/26/2012 | A | 18,000 | | | | | (3) | (3) | Common Stock | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRADIN ROGER 101 COLUMBIA ROAD MORRISTOWN, NJ 07962 | | | President & CEO, ACS | |

Signatures

Jacqueline Katzel for Roger Fradin 07/27/2012

__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) Instrument converts to common stock on a one-for-one basis.
The Restricted Stock Units were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and will vest on July 25, 2015, subject to a maximum up or down adjustment of 30% based on Honeywell's total shareowner return (TSR) relative to its compensation peer group of companies over both a 1-year period (August 1, 2012 to July 31, 2013) and 30-month period (July 1, 2012 to December 31, 2014).
- (2) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and will vest on July 26, 2018, subject to a maximum up or down adjustment of 30% based on Honeywell's total shareowner return (TSR) relative to its compensation peer group of companies over both a 1-year period (August 1, 2012 to July 31, 2013) and 30-month period (July 1, 2012 to December 31, 2014).
- (3) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and will vest on July 26, 2018, subject to a maximum up or down adjustment of 30% based on Honeywell's total shareowner return (TSR) relative to its compensation peer group of companies over both a 1-year period (August 1, 2012 to July 31, 2013) and 30-month period (July 1, 2012 to December 31, 2014).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.