

HONEYWELL INTERNATIONAL INC
Form 8-K
April 26, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT April 26, 2010

(Date of earliest event reported)

HONEYWELL INTERNATIONAL INC.

(Exact name of Registrant as specified in its Charter)

DELAWARE
(State or other jurisdiction of
incorporation)

1-8974
(Commission File Number)

22-2640650
(I.R.S. Employer Identification Number)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY
(Address of principal executive offices)

07962-2497
(Zip Code)

Registrant's telephone number, including area code: (973) 455-2000

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

Honeywell International Inc. held its Annual Meeting of Shareowners on April 26, 2010. The following matters set forth in our Proxy Statement dated March 11, 2010, which was filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, were voted upon with the results indicated below.

1. The nominees listed below were elected directors with the respective votes set forth opposite their names:

| | <u>FOR</u> | <u>AGAINST</u> | <u>BROKER NON-VOTES</u> |
|--------------------|-------------|----------------|-----------------------------|
| Gordon M. Bethune | 571,631,470 | 17,846,480 | 74,290,887 |
| Kevin Burke | 578,742,479 | 10,735,471 | 74,290,887 |
| Jaime Chico Pardo | 555,170,456 | 34,307,494 | 74,290,887 |
| David M. Cote | 566,557,895 | 22,920,055 | 74,290,887 |
| D. Scott Davis | 577,833,809 | 11,644,141 | 74,290,887 |
| Linnet F. Deily | 576,801,762 | 12,676,188 | 74,290,887 |
| Clive R. Hollick | 576,063,366 | 13,414,584 | 74,290,887 |
| George Paz | 576,408,517 | 13,069,433 | 74,290,887 |
| Bradley T. Sheares | 574,728,092 | 14,749,858 | 74,290,887 |
| Michael W. Wright | 549,151,594 | 40,326,356 | 74,290,887 |

2. A proposal seeking approval of the appointment of PricewaterhouseCoopers LLP as independent accountants for 2010 was approved, with 645,639,241 votes cast FOR, 14,948,153 votes cast AGAINST, and 3,181,443 abstentions;
3. A proposal regarding approval of an amendment to the Amended and Restated Certificate of Incorporation lowering the minimum ownership threshold of outstanding shares required for shareowners to be able to call a special meeting of shareowners was approved, with 634,514,536 votes cast FOR, 26,144,320 votes cast AGAINST, and 3,109,981 abstentions;
4. A proposal regarding an advisory vote on executive compensation was approved, with 627,305,859 votes cast FOR, 30,347,935 votes cast AGAINST, and 6,115,043 abstentions;
5. A shareowner proposal regarding shareowner action by written consent was not approved, with 266,070,354 votes cast FOR, 319,139,612 votes cast AGAINST, 4,267,984 abstentions and 74,290,887 broker non-votes;
6. A shareowner proposal regarding an independent Chairman was not approved, with 281,059,512 votes cast FOR, 304,674,815 votes cast AGAINST, 3,743,623 abstentions and 74,290,887 broker non-votes; and
7. A shareowner proposal regarding developing and adopting policies on human rights was not approved, with 47,052,232 votes cast FOR, 414,826,089 votes cast AGAINST, 127,599,629 abstentions and 74,290,887 broker non-votes.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 26, 2010

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins

Thomas F. Larkins

Vice President, Corporate Secretary
and Deputy General Counsel
