## Edgar Filing: James Mark R. - Form 4

James Mark R. Form 4										
March 02, 2012	•							OMB A	PPROVAL	
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO		3235-02	287
Check this bo if no longer subject to Section 16. Form 4 or Form 5	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					Estimated burden hou response	average urs per	31, 005 0.5		
obligations may continue <i>See</i> Instructio 1(b).	•			-	-	npany Act ay Act of 1	of 1935 or Secti 1940	on		
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> James Mark R.			2. Issuer Name <b>and</b> Ticker or Trading Symbol HONEYWELL INTERNATIONAL				5. Relationship of Reporting Person(s) to Issuer			
			INC [H			ATIONAI	(Check all applicable)			
(Last) (First) (Middle) 101 COLUMBIA ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/29/2012			Director 10% Owner X Officer (give title Other (specify below) Sr. VP, HR & Communications				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
MORRISTOW	N, NJ 07962						Person		oporting	
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)	Ē
Reminder: Report o	on a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.			
					Perso inform requir	ns who res nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (a.g., pute colls, unpresente options, convertible securities)

(e.g., puts, cal	ls, warrants, options, convertible securities)
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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options	\$ 59.87	02/29/2012		A <u>(1)</u>		115,000		<u>(1)</u>	02/28/2022	Common Stock	115,00

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner Officer		Other
James Mark R. 101 COLUMBIA ROAD MORRISTOWN, NJ 07962			Sr. VP, HR & Communications	
Signatures				
Jacqueline Katzel for Mark R. James		03/02/2012	2	

\*\*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 Employee Stock Options were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vest in four equal annual installments, with the first installment vesting on 3/1/2013.

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.