

HONEYWELL INTERNATIONAL INC
 Form 3
 April 14, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Adamczyk Darius | | (Month/Day/Year) | HONEYWELL INTERNATIONAL INC [HON] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 101 COLUMBIA ROAD | | | (Check all applicable) | |
| (Street) | | | ___ Director | ___ 10% Owner |
| | | | <u> X </u> Officer | ___ Other |
| MORRISTOWN,Â NJÂ 07962 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Pres. and CEO, PMT | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <u> X </u> Form filed by One Reporting Person |
| | | | | ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 6,563 | D | Â |
| Common Stock | 663.206 | I | Held in 401(k) plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Options (right to buy) | Â (1) | 02/25/2020 | Common Stock | 20,000 | \$ 40.17 | D | Â |
| Employee Stock Options (right to buy) | Â (2) | 02/24/2021 | Common Stock | 23,000 | \$ 57.05 | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 02/28/2022 | Common Stock | 100,000 | \$ 59.87 | D | Â |
| Employee Stock Options (right to buy) | Â (4) | 02/26/2023 | Common Stock | 40,000 | \$ 69.77 | D | Â |
| Employee Stock Options (right to buy) | Â (5) | 02/26/2024 | Common Stock | 140,000 | \$ 93.97 | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 10,000 | \$ (7) | D | Â |
| Restricted Stock Units | Â (8) | Â (8) | Common Stock | 100,000 | \$ (7) | D | Â |
| Restricted Stock Units | Â (9) | Â (9) | Common Stock | 10,000 | \$ (7) | D | Â |
| Supplemental Savings Plan Interests | Â (10) | Â (10) | Common Stock | 453 | \$ (10) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Adamczyk Darius 101 COLUMBIA ROAD MORRISTOWN, NJ 07962 | Â | Â | Â Pres. and CEO, PMT | Â |

Signatures

Jeffrey N. Neuman FOR Darius Adamczyk 04/14/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 Corporation's 2006 Stock Incentive Plan and are fully vested.
- (2) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 17,250 options fully vested and 5,750 options vesting on February 25, 2015.
- (3) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 50,000 options fully vested and 25,000 options that will vest each of March 1, 2015 and March 1, 2016.

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- (4) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 10,000 options fully vested and 10,000 options that will vest on each of February 27, 2015 and February 27, 2016.
- (5) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan and vest in four equal annual installments with the first installment of 35,000 options vesting on February 27, 2015.
- (6) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 3,300 units vesting on each of July 29, 2014 and July 29, 2016 and 3,400 units vesting on July 29, 2018.
- (7) Instrument converts to common stock on a one-for one basis.
- (8) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 33,000 units vesting on each of March 1, 2015 and March 1, 2017 and 34,000 units vesting on March 1, 2019.
- (9) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on February 27, 2016.
- (10) Instrument converts to common stock on a one-for-one basis and reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under rule 16b-3 on April 7, 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.