

HONEYWELL INTERNATIONAL INC
Form FWP
October 24, 2016
Filed Pursuant to Rule 433
Registration Statement No. 333-208501
October 24, 2016

Honeywell International Inc.

Pricing Term Sheet

Floating Rate Senior Notes due 2019

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| Issuer: | Honeywell International Inc. |
| Security Type: | Senior Unsecured |
| Offering Format: | SEC Registered |
| Principal Amount: | \$250,000,000 |
| Coupon: | Floating: Three-month USD LIBOR plus 0.280% per annum |
| Stated Maturity Date: | October 30, 2019 |
| Issue Price: | 100.000% |
| Trade Date: | October 24, 2016 |
| Original Issue/Settlement Date:* | October 31, 2016 (T+5) |
| Interest Payment Dates: | January 30, April 30, July 30 and October 30 of each year, commencing January 30, 2017 |
| Redemption: | The Floating Rate Senior Notes due 2019 shall not be redeemable prior to their maturity. |
| CUSIP/ISIN: | 438516 BK1 / US438516BK12 |
| Expected Ratings:** | A2/A/A |
| Joint Book-Running Managers: | Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Morgan Stanley & Co. LLC Wells Fargo Securities, LLC Barclays Capital Inc. Citigroup Global Markets Inc. Goldman, Sachs & Co. |
| Senior Co-Managers: | Merrill Lynch, Pierce, Fenner & Smith |
| Co-Managers: | Incorporated BBVA Securities Inc. BNP Paribas Securities Corp. HSBC Securities (USA) Inc. ICBC Standard Bank Plc Mizuho Securities USA Inc. RBC Capital Markets, LLC |

RBS Securities Inc.

SG Americas Securities, LLC

SMBC Nikko Securities America, Inc.

Standard Chartered Bank

TD Securities (USA) LLC

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

***We expect that delivery of the notes will be made to investors on or about October 31, 2016, which will be the fifth business day following the date of this final term sheet (such settlement being referred to as "T+5"). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of the prospectus supplement or the next succeeding business day will be required, by virtue of the fact that the notes initially settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date of the prospectus supplement or the next succeeding business day should consult their advisors.**

****Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The issuer has filed a registration statement (including a prospectus and the accompanying prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and the accompanying prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the accompanying prospectus supplement if you request it by calling Deutsche Bank Securities Inc. at (800) 503-4611 (toll free), J.P. Morgan Securities LLC at (866) 803-9204 (toll free) Morgan Stanley & Co. LLC at (866) 718-1649 (toll free), or Wells Fargo Securities, LLC at (800) 645-3751 (toll free).

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Honeywell International Inc.

Pricing Term Sheet

1.400% Senior Notes due 2019

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| Issuer: | Honeywell International Inc. |
| Security Type: | Senior Unsecured |
| Offering Format: | SEC Registered |
| Principal Amount: | \$1,250,000,000 |
| Coupon: | 1.400% |
| Stated Maturity Date: | October 30, 2019 |
| Issue Price: | 99.921% |
| Yield to Maturity: | 1.427% |
| US Treasury Benchmark: | 1.000% due October 15, 2019 |
| US Treasury Yield: | 0.997% |
| Spread to US Treasury: | + 43 bps |
| Trade Date: | October 24, 2016 |
| Original Issue/Settlement Date:* | October 31, 2016 (T+5) |
| Interest Payment Dates: | April 30 and October 30 of each year, commencing April 30, 2017 |
| Redemption: | Make-whole call at T+10 basis points |
| CUSIP/ISIN: | 438516 BJ4 / US438516BJ49 |
| Expected Ratings:** | A2/A/A |
| Joint Book-Running Managers: | Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Morgan Stanley & Co. LLC Wells Fargo Securities, LLC Barclays Capital Inc. Citigroup Global Markets Inc. Goldman, Sachs & Co. |
| Senior Co-Managers: | Merrill Lynch, Pierce, Fenner & Smith Incorporated |

BBVA Securities Inc.
BNP Paribas Securities Corp.
HSBC Securities (USA) Inc.

ICBC Standard Bank Plc
Mizuho Securities USA Inc.

RBC Capital Markets, LLC

RBS Securities Inc.

SG Americas Securities, LLC

Co-Managers: SMBC Nikko Securities America, Inc.
Standard Chartered Bank
TD Securities (USA) LLC
U.S. Bancorp Investments, Inc.
The Williams Capital Group, L.P.

***We expect that delivery of the notes will be made to investors on or about October 31, 2016, which will be the fifth business day following the date of this final term sheet (such settlement being referred to as “T+5”). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of the prospectus supplement or the next succeeding business day will be required, by virtue of the fact that the notes initially settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date of the prospectus supplement or the next succeeding business day should consult their advisors.**

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and the accompanying prospectus supplement if you request it by calling Deutsche Bank Securities Inc. at (800) 503-4611 (toll free), J.P. Morgan Securities LLC at (866) 803-9204 (toll free) Morgan Stanley & Co. LLC at (866) 718-1649 (toll free), or Wells Fargo Securities, LLC at (800) 645-3751 (toll free).

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Honeywell International Inc.

Pricing Term Sheet

1.850% Senior Notes due 2021

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| Issuer: | Honeywell International Inc. |
| Security Type: | Senior Unsecured |
| Offering Format: | SEC Registered |
| Principal Amount: | \$1,500,000,000 |
| Coupon: | 1.850% |
| Stated Maturity Date: | November 1, 2021 |
| Issue Price: | 99.995% |
| Yield to Maturity: | 1.851% |
| US Treasury Benchmark: | 1.125% due September 30, 2021 |
| US Treasury Yield: | 1.271% |
| Spread to US Treasury: | + 58 bps |
| Trade Date: | October 24, 2016 |
| Original Issue/Settlement Date:* | October 31, 2016 (T+5) |
| Interest Payment Dates: | May 1 and November 1 of each year, commencing May 1, 2017 |
| Redemption: | Prior to October 1, 2021, make-whole call at T+10 basis points; par call on and after October 1, 2021 |
| CUSIP/ISIN: | 438516 BM7 / US438516BM77 |
| Expected Ratings:** | A2/A/A |
| Joint Book-Running Managers: | Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Morgan Stanley & Co. LLC Wells Fargo Securities, LLC Barclays Capital Inc. Citigroup Global Markets Inc. Goldman, Sachs & Co. |
| Senior Co-Managers: | Merrill Lynch, Pierce, Fenner & Smith |
| | Incorporated |

BBVA Securities Inc.
BNP Paribas Securities Corp.
HSBC Securities (USA) Inc.

ICBC Standard Bank Plc
Mizuho Securities USA Inc.

RBC Capital Markets, LLC

RBS Securities Inc.

SG Americas Securities, LLC

Co-Managers: SMBC Nikko Securities America, Inc.
Standard Chartered Bank
TD Securities (USA) LLC
U.S. Bancorp Investments, Inc.
The Williams Capital Group, L.P.

***We expect that delivery of the notes will be made to investors on or about October 31, 2016, which will be the fifth business day following the date of this final term sheet (such settlement being referred to as “T+5”). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of the prospectus supplement or the next succeeding business day will be required, by virtue of the fact that the notes initially settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date of the prospectus supplement or the next succeeding business day should consult their advisors.**

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Honeywell International Inc.

Pricing Term Sheet

2.500% Senior Notes due 2026

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| Issuer: | Honeywell International Inc. |
| Security Type: | Senior Unsecured |
| Offering Format: | SEC Registered |
| Principal Amount: | \$1,500,000,000 |
| Coupon: | 2.500% |
| Stated Maturity Date: | November 1, 2026 |
| Issue Price: | 99.640% |
| Yield to Maturity: | 2.541% |
| US Treasury Benchmark: | 1.500% due August 15, 2026 |
| US Treasury Yield: | 1.761% |
| Spread to US Treasury: | + 78 bps |
| Trade Date: | October 24, 2016 |
| Original Issue/Settlement Date:* | October 31, 2016 (T+5) |
| Interest Payment Dates: | May 1 and November 1 of each year, commencing May 1, 2017 |
| Redemption: | Prior to August 1, 2026, make-whole call at T+15 basis points; par call on and after August 1, 2026 |
| CUSIP/ISIN: | 438516BL9 / US438516BL94 |
| Expected Ratings:** | A2/A/A |
| Joint Book-Running Managers: | Deutsche Bank Securities Inc. J.P. Morgan Securities LLC Morgan Stanley & Co. LLC Wells Fargo Securities, LLC Barclays Capital Inc. Citigroup Global Markets Inc. Goldman, Sachs & Co. |
| Senior Co-Managers: | Merrill Lynch, Pierce, Fenner & Smith |
| | Incorporated |

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HSBC Securities (USA) Inc.

ICBC Standard Bank Plc
Mizuho Securities USA Inc.

RBC Capital Markets, LLC

RBS Securities Inc.

Co-Managers: SG Americas Securities, LLC
SMBC Nikko Securities America, Inc.

Standard Chartered Bank
TD Securities (USA) LLC
U.S. Bancorp Investments, Inc.
The Williams Capital Group, L.P.

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