

HONEYWELL INTERNATIONAL INC  
 Form 3  
 July 28, 2016

**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 <b>and</b> Ticker or Trading Symbol                     |  |
| Â Waldron John F.                         |         | (Month/Day/Year)                     | HONEYWELL INTERNATIONAL INC [HON]                                      |  |
| (Last)                                    | (First) | (Middle)                             | 07/22/2016   |  |
| 115 TABOR ROAD                            |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| MORRIS PLAINS,Â NJÂ 07950                 |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | President and CEO, SPS   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> 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                    | 0   | D  | Â   |
| Common Stock                    | 634   | 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)            | 02/26/2023      | Common Stock | 3,750                      | \$ 69.77  | D                                     | Â |
| Employee Stock Options (right to buy) | Â (2)            | 02/26/2024      | Common Stock | 20,000                     | \$ 93.97  | D                                     | Â |
| Employee Stock Options (right to buy) | Â (3)            | 02/25/2025      | Common Stock | 30,000                     | \$ 103.9  | D                                     | Â |
| Employee Stock Options (right to b    | Â (4)            | 02/24/2026      | Common Stock | 32,000                     | \$ 103.65 | D                                     | Â |
| Restricted Stock Units                | Â (5)            | Â (5)           | Common Stock | 2,680                      | \$ (6)    | D                                     | Â |
| Restricted Stock Units                | Â (7)            | Â (7)           | Common Stock | 3,340                      | \$ (6)    | D                                     | Â |
| Restricted Stock Units                | Â (8)            | Â (8)           | Common Stock | 15,000                     | \$ (6)    | D                                     | Â |
| Restricted Stock Units                | Â (9)            | Â (9)           | Common Stock | 5,000                      | \$ (6)    | D                                     | Â |
| Restricted Stock Units                | Â (10)           | Â (10)          | Common Stock | 8,000                      | \$ (6)    | D                                     | Â |
| Restricted Stock Units                | Â (11)           | Â (11)          | Common Stock | 5,340                      | \$ (6)    | D                                     | Â |
| Supplemental Savings Plan Interests   | Â (12)           | Â (12)          | Common Stock | 100                        | \$ (12)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Waldron John F.<br>115 TABOR ROAD<br>MORRIS PLAINS, NJ 07950 | Â             | Â         | Â President and CEO, SPS | Â     |

## Signatures

Jeffrey N. Neuman for John F. Waldron  
07/28/2016

\_\_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).

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- (1) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with all options vesting on February 27, 2017.
- (2) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 10,000 options fully vested and 5,000 options vesting on each of February 27, 2017 and February 27, 2018.
- (3) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 7,500 options fully vested with 7,500 options that will vest on each of February 26, 2017, February 26, 2018 and February 26, 2019.
- (4) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 8,000 options vesting on each of February 25, 2017, February 25, 2018, February 25, 2019 and February 25, 2020.
- (5) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 1,320 units fully vested with 1,320 units vesting on July 29, 2016 and 1,360 units vesting on July 29, 2018.
- (6) Instrument converts to common stock on a one-for-one basis.
- (7) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on February 27, 2017.
- (8) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 4,950 units vesting on each of February 27, 2017 and February 27, 2019 and 5,100 units vesting on February 27, 2021.
- (9) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on February 26, 2018.
- (10) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 2,640 units vesting on each of July 31, 2018 and July 31, 2020 and 2,720 units vesting on July 31, 2022.
- (11) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on February 25, 2019.
- (12) 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 July 22, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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