

James Mark R.
Form 4
October 10, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
James Mark R.

2. Issuer Name **and** Ticker or Trading
Symbol

HONEYWELL INTERNATIONAL
INC [HON]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

115 TABOR ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP HR, Comm & Procur

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/06/2017		M	V Amount (A) or (D) Price 13,981 A \$ 143.16	148,194	D	
Common Stock	10/06/2017		F	7,120 D \$ 143.16	141,074	D	
Common Stock	10/06/2017		M	2,796 A \$ 143.16	143,870	D	
Common Stock	10/06/2017		F	1,425 D \$ 143.16	142,445	D	
Common Stock					3,850	I	Held in 401(k) plan

SEC 1474
(9-02)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Units	<u>(1)</u>	10/06/2017		M		13,981	<u>(2)</u> <u>(3)</u>	10/06/2017	10/06/2017	Common Stock	<u>(2)</u> <u>(3)</u>
Restricted Units	<u>(1)</u>	10/06/2017		M		2,796	<u>(3)</u> <u>(4)</u>	10/06/2017	10/06/2017	Common Stock	<u>(3)</u> <u>(4)</u>

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
James Mark R. 115 TABOR ROAD MORRIS PLAINS, NJ 07950			SVP HR, Comm & Procur	

Jacqueline Katzel for Mark R. James
10/10/2017

**Signature of Reporting Person Date

* 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) Instrument converts to common stock on a one-for-one basis.

(2) Includes the reinvestment of dividend equivalents into 2,012 additional restricted stock units.

(3) All options and restricted stock units held by the Reporting Person have been adjusted to increase the number of shares in a manner subject to the adjustment provisions of the AdvanSix Inc. spin-off from Honeywell which occurred on October 1, 2016.

(4) Includes the reinvestment of dividend equivalents into 402 additional restricted stock units.

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