

KREINDLER PETER M
Form 4
October 30, 2007

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 *
KREINDLER PETER M

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)
101 COLUMBIA ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2007

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP and General Counsel

MORRISTOWN, NJ 07960

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/29/2007		M		50,000	A	\$ 47.85	80,000	D
Common Stock	10/29/2007		S		5,639	D	\$ 59.61	74,361	D
Common Stock	10/29/2007		S		11,800	D	\$ 59.62	62,561	D
Common Stock	10/29/2007		S		2,261	D	\$ 59.63	60,300	D
Common Stock	10/29/2007		S		2,000	D	\$ 59.64	58,300	D

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Common Stock	10/29/2007	S	2,200	D	\$ 59.65	56,100	D	
Common Stock	10/29/2007	S	600	D	\$ 59.66	55,500	D	
Common Stock	10/29/2007	S	3,000	D	\$ 59.67	52,500	D	
Common Stock	10/29/2007	S	4,300	D	\$ 59.68	48,200	D	
Common Stock	10/29/2007	S	6,970	D	\$ 59.69	41,230	D	
Common Stock	10/29/2007	S	4,500	D	\$ 59.7	36,730	D	
Common Stock	10/29/2007	S	1,200	D	\$ 59.71	35,530	D	
Common Stock	10/29/2007	S	3,330	D	\$ 59.72	32,200	D	
Common Stock	10/29/2007	S	500	D	\$ 59.73	31,700	D	
Common Stock	10/29/2007	S	800	D	\$ 59.74	30,900	D	
Common Stock	10/29/2007	S	900	D	\$ 59.75	30,000	D	
Common Stock						15,199.429	I	Held in 401(k) plan

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

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(9-02)

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

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

Non-Qualified Options	\$ 47.85	10/29/2007	M	50,000	<u>(1)</u>	03/23/2010	Common Stock	50,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KREINDLER PETER M 101 COLUMBIA ROAD MORRISTOWN, NJ 07960			Sr. VP and General Counsel	

Signatures

Jacqueline Whorms for Peter Kreindler	10/30/2007
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__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) Options vested in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2001.

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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