

Madden Anne T
 Form 3
 October 11, 2017

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 | |
| Madden Anne T | | (Month/Day/Year) | HONEYWELL INTERNATIONAL INC [HON] | |
| (Last) | (First) | (Middle) | 10/06/2017 | |
| 115 TABOR ROAD | | | | 4. Relationship of Reporting Person(s) to Issuer |
| (Street) | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| MORRIS PLAINS, NJ 07950 | | | | (Check all applicable) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. VP and General Counsel | |
| | | | | 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 | 2,268 | D | ^ |
| Common Stock | 100 | 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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 <u>(1)</u> | 02/28/2022 | Common Stock | 20,114 | \$ 59.53 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(1)</u> | 02/26/2023 | Common Stock | 20,114 | \$ 69.38 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(2)</u> | 02/26/2024 | Common Stock | 20,114 | \$ 93.44 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(3)</u> | 02/25/2025 | Common Stock | 25,143 | \$ 103.31 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(4)</u> | 02/24/2026 | Common Stock | 27,657 | \$ 103.07 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(5)</u> | 02/27/2027 | Common Stock | 27,000 | \$ 124.99 | D | Â |
| Restricted Stock Units | Â <u>(6)</u> | Â <u>(6)</u> | Common Stock | 10,058 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(8)</u> | Â <u>(8)</u> | Common Stock | 4,194 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(9)</u> | Â <u>(10)</u> | Common Stock | 4,617 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(10)</u> | Â <u>(10)</u> | Common Stock | 8,046 | \$ <u>(7)</u> | D | Â |
| Restricted Stock Units | Â <u>(11)</u> | Â <u>(12)</u> | Common Stock | 3,860 | \$ <u>(7)</u> | D | Â |
| Deferred Stock Units (Phantom Stock) | Â <u>(12)</u> | Â <u>(12)</u> | Common Stock | 2,766 | \$ <u>(7)</u> | D | Â |
| Deferred Stock Units (Phantom Stock) | Â <u>(13)</u> | Â <u>(13)</u> | Common Stock | 2,766 | \$ <u>(7)</u> | D | Â |
| Deferred Stock Units (Phantom Stock) | Â <u>(14)</u> | Â <u>(14)</u> | Common Stock | 5,643 | \$ <u>(7)</u> | D | Â |
| Deferred Stock Units (Phantom Stock) | Â <u>(14)</u> | Â <u>(14)</u> | Common Stock | 5,643 | \$ <u>(7)</u> | D | Â |
| Deferred Stock Units (Phantom Stock) | Â <u>(14)</u> | Â <u>(14)</u> | Common Stock | 2,880 | \$ <u>(7)</u> | D | Â |
| Deferred Stock Units (Phantom Stock) | Â <u>(14)</u> | Â <u>(14)</u> | Common Stock | 5,814 | \$ <u>(7)</u> | D | Â |
| Deferred Stock Units (Phantom Stock) | Â <u>(14)</u> | Â <u>(14)</u> | Common Stock | 3,009 | \$ <u>(7)</u> | D | Â |
| Deferred Stock Units (Phantom Stock) | Â <u>(15)</u> | Â <u>(15)</u> | Common Stock | 3,232 | \$ <u>(7)</u> | D | Â |

| | | | | | | | |
|--|--------|--------|-----------------|-------|---------|---|---|
| Supplemental Savings Plan Interests | Â (16) | Â (16) | Common Stock | 4,197 | \$ (16) | D | Â |
|--|--------|--------|-----------------|-------|---------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Madden Anne T 115 TABOR ROAD MORRIS PLAINS,Â NJÂ 07950 | Â | Â | Â Sr. VP and General Counsel | Â |

Signatures

| | |
|---|------------|
| Jacqueline Katzel for Anne T. Madden | 10/11/2017 |
|---|------------|

**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 2011 Stock Incentive Plan and are fully vested.
 - (2) The Employee Stock Options were granted under the 2011 Stock Incentive Plan with 15,085 options fully vested with 5,029 options vesting on February 27, 2018.
 - (3) The Employee Stock Options were granted under the 2011 Stock Incentive Plan with 12,571 options fully vested and 6,286 options vesting on each of February 26, 2018 and February 26, 2019.
 - (4) The Employee Stock Options were granted under the 2011 Stock Incentive Plan with 6,914 options fully vested and 6,914 vesting on February 25, 2018; 6,915 options vesting on February 25, 2019 and 6,914 vesting on February 25, 2020.
 - (5) The Employee Stock Options were granted under the 2016 Stock Incentive Plan with 6,750 options vesting on each of February 28, 2018, February 28, 2019, February 28, 2020 and February 28, 2021.
 - (6) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with 6,739 units fully vested with 3,319 units vesting on July 26, 2018 and 3,420 units vesting on July 26, 2020.
 - (7) Instrument converts to common stock on a one-for-one basis.
 - (8) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with all units vesting on February 26, 2018.
 - (9) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with all units vesting on February 25, 2019.
 - (10) The Restricted Stock Units were granted under the 2016 Stock Incentive Plan with 2,655 units vesting on July 29, 2019; 2,655 units vesting on July 29, 2021 and 2,736 units vesting on July 29, 2023.
 - (11) The Restricted Stock Units were granted under the 2016 Stock Incentive Plan with all units vesting on February 28, 2020.
 - (12) The Deferred Stock Units were granted under the 1993 Stock Incentive Plan and will settle upon termination or retirement.
 - (13) The Deferred Stock Units were granted under the 2003 Stock Incentive Plan and will settle upon termination or retirement.
 - (14) The Deferred Stock Units were granted under the 2006 Stock Incentive Plan and will settle upon termination or retirement.
 - (15) The Deferred Stock Units were granted under the 2016 Stock Incentive Plan and will settle upon termination or retirement.
 - (16) 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 October 6, 2017.

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.