

Adams Katherine L.
Form 3
April 30, 2009

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 *

Adams Katherine L.

(Last) (First) (Middle)

101 COLUMBIA ROAD

(Street)

MORRISTOWN, NJ 07960

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/27/2009

3. Issuer Name and Ticker or Trading Symbol

HONEYWELL INTERNATIONAL INC [HON]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)
SVP and General Counsel

5. 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

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

Adams Katherine L.

Common Stock

1,102.729

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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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>	03/03/2013	Common Stock	15,500	\$ 23.14	D	Â
Employee Stock Options (right to buy)	Â <u>(2)</u>	02/05/2014	Common Stock	25,000	\$ 35.65	D	Â
Employee Stock Options (right to buy)	Â <u>(2)</u>	02/01/2015	Common Stock	27,500	\$ 36.51	D	Â
Employee Stock Options (right to buy)	Â <u>(2)</u>	02/16/2016	Common Stock	30,000	\$ 42.32	D	Â
Employee Stock Options (right to buy)	Â <u>(3)</u>	02/25/2017	Common Stock	16,000	\$ 47.38	D	Â
Employee Stock Options (right to buy)	Â <u>(4)</u>	02/25/2018	Common Stock	16,000	\$ 58.48	D	Â
Employee Stock Options (right to buy)	Â <u>(5)</u>	02/23/2019	Common Stock	140,000	\$ 28.35	D	Â
Restricted Stock Units	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	6,800	\$ 0 <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	17,000	\$ 0 <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	3,200	\$ 0 <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	3,200	\$ 0 <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	20,000	\$ 0 <u>(7)</u>	D	Â
Supplemental Savings Plan Interests	Â <u>(12)</u>	Â <u>(12)</u>	Common Stock	821.752	\$ <u>(12)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Katherine L. 101 COLUMBIA ROAD MORRISTOWN,Â NJÂ 07960	Â	Â	Â SVP and General Counsel	Â

Signatures

Jacqueline Whorms for Katherine L. Adams
04/30/2009

 **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 Corporation's 1993 Stock Plan and are fully vested.
 - (2) The Employee Stock Options were granted under the Corporation's 2003 Stock Incentive Plan and are fully vested.
 - (3) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 8,000 options fully vested and 4,000 options that will vest on each of February 26, 2010 and February 26, 2011.
 - (4) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 4,000 options fully vested and 4,000 options that will vest on each of February 26, 2010, February 26, 2011 and February 26, 2012.
 - (5) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan and vest in four equal annual installments with the first installment vesting on February 24, 2010.
 - (6) The Restricted Stock Units were granted under the Corporation's 2003 Stock Incentive Plan with 6,800 units vesting on July 17, 2010.
 - (7) Instrument converts to common stock on a one-for one basis.
 - (8) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with 5,610 units vesting on each of July 28, 2009 and July 28, 2011 and 5,780 units vesting on June 28, 2013.
 - (9) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2010.
 - (10) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2011.
 - (11) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 24, 2012.
 - (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 April 27, 2009.

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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