

Ismail Alexandre  
Form 3/A  
June 08, 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 *			2. Date of Event Requiring Statement		3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Ismail Alexandre			(Month/Day/Year)		HONEYWELL INTERNATIONAL INC [HON]	
(Last)	(First)	(Middle)	04/29/2009		4. Relationship of Reporting Person(s) to Issuer	
101 COLUMBIA ROAD					(Check all applicable)	
(Street)					5. If Amendment, Date Original Filed(Month/Day/Year)	
MORRISTOWN,Â NJÂ 07960					04/30/2009	
(City)	(State)	(Zip)			6. Individual or Joint/Group Filing(Check Applicable Line)	
					___ Director ___ 10% Owner	
					_X_ Officer ___ Other	
					(give title below) (specify below)	
					President and CEO, TS	
					___ 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	4,083.237	D	Â
Common Stock	1,110.321 <u>(1)</u>	I	Held in Global Employee Stock Purchase 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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	Â (2)	01/27/2010	Common Stock	500	\$ 45.72	D	Â
Employee Stock Options (right to buy)	Â (2)	07/15/2011	Common Stock	7,500	\$ 36.27	D	Â
Employee Stock Options (right to buy)	Â (3)	02/05/2014	Common Stock	12,000	\$ 35.65	D	Â
Employee Stock Options (right to buy)	Â (3)	02/01/2015	Common Stock	20,000	\$ 36.51	D	Â
Employee Stock Options (right to buy)	Â (3)	02/16/2016	Common Stock	25,000	\$ 42.32	D	Â
Employee Stock Options (right to buy)	Â (4)	02/25/2017	Common Stock	14,000	\$ 47.38	D	Â
Employee Stock Options (right to buy)	Â (5)	02/25/2018	Common Stock	14,000	\$ 58.48	D	Â
Employee Stock Options (right to buy)	Â (6)	02/23/2019	Common Stock	30,000	\$ 28.35	D	Â
Restricted Stock Units	Â (7)	Â (7)	Common Stock	8,040	\$ (8)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	17,000	\$ (8)	D	Â
Restricted Stock Units	Â (10)	Â (10)	Common Stock	2,800	\$ (8)	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	2,800	\$ (8)	D	Â
Restricted Stock Units	Â (12)	Â (12)	Common Stock	11,235	\$ (8)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ismail Alexandre 101 COLUMBIA ROAD MORRISTOWN, NJ 07960	Â	Â	Â President and CEO, TS	Â

## Signatures

Jacqueline Whorms for Alexandre Ismail 06/08/2009

\_\_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) Form 3 amended to include these holdings.
- (2) The Employee Stock Options were granted under the Corporation's 1993 Stock Plan and are fully vested.
- (3) The Employee Stock Options were granted under the Corporation's 2003 Stock Incentive Plan and are fully vested.
- (4) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 7,000 options fully vested and 3,500 options that will vest on each of February 26, 2010 and February 26, 2011.
- (5) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 3,500 options fully vested and 3,500 that options will vest on each of February 26, 2010, February 26, 2011 and February 26, 2012.
- (6) 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.
- (7) The Restricted Stock Units were granted under the Corporation's 2003 Stock Incentive Plan with 3,960 units vesting on June 14, 2009 and 4,080 units vesting on June 14, 2011.
- (8) Instrument converts to common stock on a one-for-one basis.
- (9) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with 5,610 units vesting on each of August 4, 2009 and August 4, 2011 and 5,780 units vesting on August 4, 2013.
- (10) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2010.
- (11) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2011.
- (12) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 24, 2012.

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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