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HONEYWELL INTERNATIONAL INC  
Form 13F-HR  
February 03, 2012

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2011

Check here if Amendment [ ]; Amendment Number: \_\_\_\_\_

This Amendment (Check only one.): [ ] is a restatement.

[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Honeywell International Inc.

Address: P.O. Box 1219

101 Columbia Road

Morristown, New Jersey 07960

Form 13F File Number: 28-1879

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Harsh Bansal

Title: Vice President - Investments of Honeywell International Inc.

Phone: (973) 455-4502

Signature, Place, and Date of Signing:

/s/ Harsh Bansal Morris Township, New Jersey February 3, 2012

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Harsh Bansal

Report Type (Check only one.):

[X] 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

[ ] 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

[ ] 13F COMBINATION REPORT. (Check here if a portion of the Holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

[If there are no entries in this list, omit this section.]

Form 13F File Number

Name

NONE

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 174

Form 13F Information Table Value Total: \$2,872,655

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | Form 13F File Number | Name                             |
|-----|----------------------|----------------------------------|
| 1.  | 28-7176              | Honeywell Capital Management LLC |

13F REPORT

December 31, 2011

NAME OF REPORTING MANAGER: HONEYWELL INTERNATIONAL INC.

| COLUMN 1<br>NAME OF ISSUER      | COLUMN 2<br>TITLE<br>OF CLASS | COLUMN 3<br>CUSIP<br>NUMBER | COLUMN 4<br>VALUE<br>(x\$1000) | COLUMN 5<br>SHRS OR<br>PRN AMT | SH/<br>PRN | PUT/<br>CALL | COLUMN 6<br>INVESTM<br>DISCRET |
|---------------------------------|-------------------------------|-----------------------------|--------------------------------|--------------------------------|------------|--------------|--------------------------------|
| BUNGE LIMITED                   | COM                           | G16962105                   | \$ 25,903                      | 452,850                        | SH         | N/A          | DEFIN                          |
| COOPER INDUSTRIES PLC           | SHS                           | G24140108                   | \$ 5,415                       | 100,000                        | SH         | N/A          | DEFIN                          |
| COVIDIEN PLC                    | SHS                           | G2554F113                   | \$ 38,702                      | 859,850                        | SH         | N/A          | DEFIN                          |
| INVESCO LTD                     | SHS                           | G491BT108                   | \$ 4,018                       | 200,000                        | SH         | N/A          | DEFIN                          |
| LAZARD LTD                      | SHS A                         | G54050102                   | \$ 21,269                      | 814,600                        | SH         | N/A          | DEFIN                          |
| MARVELL TECHNOLOGY GROUP<br>LTD | ORD                           | G5876H105                   | \$ 15,928                      | 1,150,000                      | SH         | N/A          | DEFIN                          |
| WEATHERFORD<br>INTERNATIONAL LT | REG SHS                       | H27013103                   | \$ 16,943                      | 1,157,300                      | SH         | N/A          | DEFIN                          |
| TYCO INTERNATIONAL LTD          | SHS                           | H89128104                   | \$ 11,678                      | 250,000                        | SH         | N/A          | DEFIN                          |
| CHECK POINT SOFTWARE<br>TECH LT | ORD                           | M22465104                   | \$ 1,576                       | 30,000                         | SH         | N/A          | DEFIN                          |
| LYONDELLBASELL<br>INDUSTRIES N  | SHS - A -                     | N53745100                   | \$ 22,028                      | 678,000                        | SH         | N/A          | DEFIN                          |
| NIELSEN HOLDINGS N V            | COM                           | N63218106                   | \$ 14,251                      | 480,000                        | SH         | N/A          | DEFIN                          |
| NXP SEMICONDUCTORS N V          | COM                           | N6596X109                   | \$ 1,537                       | 100,000                        | SH         | N/A          | DEFIN                          |
| AVAGO TECHNOLOGIES LTD          | SHS                           | Y0486S104                   | \$ 2,886                       | 100,000                        | SH         | N/A          | DEFIN                          |
| AK STL HLDG CORP                | COM                           | 001547108                   | \$ 1,817                       | 220,000                        | SH         | N/A          | DEFIN                          |
| AECOM TECHNOLOGY<br>CORP DELAWA | COM                           | 00766T100                   | \$ 19,105                      | 928,800                        | SH         | N/A          | DEFIN                          |
| AEGION CORP                     | COM                           | 00770F104                   | \$ 2,991                       | 195,000                        | SH         | N/A          | DEFIN                          |

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|                        |                 |           |    |         |           |    |     |        |
|------------------------|-----------------|-----------|----|---------|-----------|----|-----|--------|
| AFFILIATED MANAGERS    |                 |           |    |         |           |    |     |        |
| GROUP INC              | COM             | 008252108 | \$ | 3,838   | 40,000    | SH | N/A | DEFINE |
| AIR PROD & CHEM INC    | COM             | 009158106 | \$ | 31,069  | 364,700   | SH | N/A | DEFINE |
| ALBEMARLE CORP         | COM             | 012653101 | \$ | 2,576   | 50,000    | SH | N/A | DEFINE |
| ALLEGHENY              |                 |           |    |         |           |    |     |        |
| TECHNOLOGIES INC       | COM             | 01741R102 | \$ | 3,824   | 80,000    | SH | N/A | DEFINE |
| ALLSCRIPTS HEALTHCARE  |                 |           |    |         |           |    |     |        |
| SOLUTIONS INC          | COM             | 01988P108 | \$ | 15,311  | 808,400   | SH | N/A | DEFINE |
| ALPHA NAT RES INC      | COM             | 02076X102 | \$ | 9,194   | 450,000   | SH | N/A | DEFINE |
| ALTRIA GROUP INC       | COM             | 02209S103 | \$ | 33,789  | 1,139,600 | SH | N/A | DEFINE |
| AMERICAN EXPRESS CO    | COM             | 025816109 | \$ | 16,783  | 355,800   | SH | N/A | DEFINE |
| AMERICAN TOWER CORP    | CL A            | 029912201 | \$ | 12,722  | 212,000   | SH | N/A | DEFINE |
| AMERIPRISE FINL INC    | COM             | 03076C106 | \$ | 25,068  | 505,000   | SH | N/A | DEFINE |
| ANNALY CAP MGMT INC    | COM             | 035710409 | \$ | 9,576   | 600,000   | SH | N/A | DEFINE |
| APACHE CORP            | COM             | 037411105 | \$ | 18,406  | 203,200   | SH | N/A | DEFINE |
| APPLE INC              | COM             | 037833100 | \$ | 86,225  | 212,900   | SH | N/A | DEFINE |
| ATMEL CORP             | COM             | 049513104 | \$ | 1,215   | 150,000   | SH | N/A | DEFINE |
| AUTOLIV INC COM        | COM             | 052800109 | \$ | 5,402   | 101,000   | SH | N/A | DEFINE |
| AVNET INC              | COM             | 053807103 | \$ | 17,100  | 550,000   | SH | N/A | DEFINE |
| BMC SOFTWARE INC       | COM             | 055921100 | \$ | 14,751  | 450,000   | SH | N/A | DEFINE |
| BE AEROSPACE INC       | COM             | 073302101 | \$ | 232,260 | 6,000,000 | SH | N/A | DEFINE |
| BEAM INC               | COM             | 073730103 | \$ | 4,718   | 92,100    | SH | N/A | DEFINE |
| BECTON DICKINSON & CO  | COM             | 075887109 | \$ | 5,978   | 80,000    | SH | N/A | DEFINE |
| BIO-REFERENCE LABS INC | COM \$ .01 NEW  | 09057G602 | \$ | 2,971   | 182,633   | SH | N/A | DEFINE |
| BLACKROCK INC          | COM             | 09247X101 | \$ | 28,518  | 160,000   | SH | N/A | DEFINE |
| BROADCOM CORP          | CL A            | 111320107 | \$ | 23,782  | 810,000   | SH | N/A | DEFINE |
| BRUKER CORP            | COM             | 116794108 | \$ | 4,987   | 401,515   | SH | N/A | DEFINE |
| CME GROUP INC          | COM             | 12572Q105 | \$ | 27,908  | 114,530   | SH | N/A | DEFINE |
| CSX CORP               | COM             | 126408103 | \$ | 45,039  | 2,138,600 | SH | N/A | DEFINE |
| CVS CAREMARK CORP      | COM             | 126650100 | \$ | 6,117   | 150,000   | SH | N/A | DEFINE |
| CATALYST HEALTH        |                 |           |    |         |           |    |     |        |
| SOLUTIONS INC          | COM             | 14888B103 | \$ | 15,860  | 305,000   | SH | N/A | DEFINE |
| CELANESE CORP DEL      | COM SER A       | 150870103 | \$ | 3,542   | 80,000    | SH | N/A | DEFINE |
| CELGENE CORP           | COM             | 151020104 | \$ | 26,127  | 386,500   | SH | N/A | DEFINE |
| CHEESECAKE FACTORY INC | COM             | 163072101 | \$ | 4,537   | 154,583   | SH | N/A | DEFINE |
| CHEVRON CORP           | COM             | 166764100 | \$ | 54,764  | 514,700   | SH | N/A | DEFINE |
| CHICAGO BRIDGE & IRON  |                 |           |    |         |           |    |     |        |
| CO N V                 | N Y REGISTRY SH | 167250109 | \$ | 4,762   | 125,978   | SH | N/A | DEFINE |
| CITIGROUP INC          | COM NEW         | 172967424 | \$ | 29,599  | 1,125,000 | SH | N/A | DEFINE |
| COACH INC              | COM             | 189754104 | \$ | 22,890  | 375,000   | SH | N/A | DEFINE |
| COCA COLA CO           | COM             | 191216100 | \$ | 28,688  | 410,000   | SH | N/A | DEFINE |
| COLGATE-PALMOLIVE CO   | COM             | 194162103 | \$ | 19,457  | 210,600   | SH | N/A | DEFINE |
| COMCAST CORP NEW       | CL A            | 20030N101 | \$ | 25,844  | 1,090,000 | SH | N/A | DEFINE |
| CONSOL ENERGY INC      | COM             | 20854P109 | \$ | 2,936   | 80,000    | SH | N/A | DEFINE |
| CONS EDISON INC        | COM             | 209115104 | \$ | 7,816   | 126,000   | SH | N/A | DEFINE |
| CORNING INC            | COM             | 219350105 | \$ | 10,384  | 800,000   | SH | N/A | DEFINE |
| DANAHER CORP           | COM             | 235851102 | \$ | 24,696  | 525,000   | SH | N/A | DEFINE |
| DARDEN RESTAURANTS INC | COM             | 237194105 | \$ | 7,065   | 155,000   | SH | N/A | DEFINE |
| DISCOVERY              |                 |           |    |         |           |    |     |        |
| COMMUNICATNS NEW       | COM SER A       | 25470F104 | \$ | 35,005  | 854,407   | SH | N/A | DEFINE |
| DOLLAR GEN CORP NEW    | COM             | 256677105 | \$ | 12,342  | 300,000   | SH | N/A | DEFINE |
| DUN & BRADSTREET       |                 |           |    |         |           |    |     |        |
| CORP DEL NE            | COM             | 26483E100 | \$ | 2,619   | 35,000    | SH | N/A | DEFINE |
| EMC CORP               | COM             | 268648102 | \$ | 22,079  | 1,025,000 | SH | N/A | DEFINE |
| EATON CORP             | COM             | 278058102 | \$ | 16,541  | 380,000   | SH | N/A | DEFINE |
| EMERSON ELECTRIC CO    | COM             | 291011104 | \$ | 30,274  | 649,800   | SH | N/A | DEFINE |
| ENERGIZER HLDGS INC    | COM             | 29266R108 | \$ | 16,178  | 208,800   | SH | N/A | DEFINE |
| ENSCO PLC              | SPONSORED ADR   | 29358Q109 | \$ | 11,261  | 240,000   | SH | N/A | DEFINE |
| EXELON CORP            | COM             | 30161N101 | \$ | 26,122  | 602,300   | SH | N/A | DEFINE |
| EXELIS INC             | COM             | 30162A108 | \$ | 1,674   | 185,000   | SH | N/A | DEFINE |
| EXPRESS SCRIPTS INC    | COM             | 302182100 | \$ | 27,118  | 606,800   | SH | N/A | DEFINE |
| EXXON MOBIL CORP       | COM             | 30231G102 | \$ | 25,030  | 295,300   | SH | N/A | DEFINE |

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|                                      |                |           |    |        |           |    |     |       |
|--------------------------------------|----------------|-----------|----|--------|-----------|----|-----|-------|
| FMC CORP                             | COM NEW        | 302491303 | \$ | 4,302  | 50,000    | SH | N/A | DEFIN |
| FIFTH THIRD BANCORP                  | COM            | 316773100 | \$ | 3,244  | 255,000   | SH | N/A | DEFIN |
| FLOWERVE CORP                        | COM            | 34354P105 | \$ | 7,648  | 77,000    | SH | N/A | DEFIN |
| FORD MTR CO DEL                      | COM PAR \$0.01 | 345370860 | \$ | 19,906 | 1,850,000 | SH | N/A | DEFIN |
| FREPORT-MCMORAN COPPER<br>& GOLD INC | COM            | 35671D857 | \$ | 18,395 | 500,000   | SH | N/A | DEFIN |
| GENERAL ELECTRIC CO                  | COM            | 369604103 | \$ | 18,806 | 1,050,000 | SH | N/A | DEFIN |
| GENERAL MILLS INC                    | COM            | 370334104 | \$ | 4,122  | 102,000   | SH | N/A | DEFIN |
| GOOGLE INC                           | CL A           | 38259P508 | \$ | 34,491 | 53,400    | SH | N/A | DEFIN |
| HERTZ GLOBAL HLDGS INC               | COM            | 42805T105 | \$ | 21,489 | 1,833,500 | SH | N/A | DEFIN |
| HESS CORP                            | COM            | 42809H107 | \$ | 22,464 | 395,500   | SH | N/A | DEFIN |
| HORNBECK OFFSHORE<br>SVCS INC N      | COM            | 440543106 | \$ | 4,771  | 153,800   | SH | N/A | DEFIN |
| HOST HOTELS &<br>RESORTS INC         | COM            | 44107P104 | \$ | 3,693  | 250,000   | SH | N/A | DEFIN |
| ITT CORP NEW                         | COM NEW        | 450911201 | \$ | 1,595  | 82,500    | SH | N/A | DEFIN |
| ICONIX BRAND GROUP INC               | COM            | 451055107 | \$ | 2,444  | 150,000   | SH | N/A | DEFIN |
| ILLINOIS TOOL WKS INC                | COM            | 452308109 | \$ | 23,729 | 508,000   | SH | N/A | DEFIN |
| ILLUMINA INC                         | COM            | 452327109 | \$ | 16,132 | 529,255   | SH | N/A | DEFIN |
| INGRAM MICRO INC                     | CL A           | 457153104 | \$ | 2,729  | 150,000   | SH | N/A | DEFIN |
| INTREPID POTASH INC                  | COM            | 46121Y102 | \$ | 2,716  | 120,000   | SH | N/A | DEFIN |
| JPMORGAN CHASE & CO                  | COM            | 46625H100 | \$ | 52,442 | 1,577,200 | SH | N/A | DEFIN |
| JOHNSON & JOHNSON                    | COM            | 478160104 | \$ | 20,986 | 320,000   | SH | N/A | DEFIN |
| KBR INC                              | COM            | 48242W106 | \$ | 1,394  | 50,000    | SH | N/A | DEFIN |
| KINDRED HEALTHCARE INC               | COM            | 494580103 | \$ | 3,260  | 277,000   | SH | N/A | DEFIN |
| KRAFT FOODS INC                      | CL A           | 50075N104 | \$ | 7,136  | 191,000   | SH | N/A | DEFIN |
| LAS VEGAS SANDS CORP                 | COM            | 517834107 | \$ | 40,282 | 942,700   | SH | N/A | DEFIN |
| LEAR CORP                            | COM NEW        | 521865204 | \$ | 1,990  | 50,000    | SH | N/A | DEFIN |
| LINCARE HLDGS INC                    | COM            | 532791100 | \$ | 6,170  | 240,000   | SH | N/A | DEFIN |
| LINCOLN NATL CORP                    | COM            | 534187109 | \$ | 2,913  | 150,000   | SH | N/A | DEFIN |
| MCDERMOTT INTL INC                   | COM            | 580037109 | \$ | 11,970 | 1,040,000 | SH | N/A | DEFIN |
| MC DONALDS CORP                      | COM            | 580135101 | \$ | 9,030  | 90,000    | SH | N/A | DEFIN |
| MEDNAX INC                           | COM            | 58502B106 | \$ | 28,299 | 392,990   | SH | N/A | DEFIN |
| MERCK & CO INC NEW                   | COM            | 58933Y105 | \$ | 9,425  | 250,000   | SH | N/A | DEFIN |
| METLIFE INC                          | COM            | 59156R108 | \$ | 44,297 | 1,420,700 | SH | N/A | DEFIN |
| MICROSOFT CORP                       | COM            | 594918104 | \$ | 47,541 | 1,831,300 | SH | N/A | DEFIN |
| MICROCHIP<br>TECHNOLOGY INC          | COM            | 595017104 | \$ | 22,894 | 625,000   | SH | N/A | DEFIN |
| MICRON TECH INC                      | COM            | 595112103 | \$ | 13,020 | 2,070,000 | SH | N/A | DEFIN |
| MONSANTO CO NEW                      | COM            | 61166W101 | \$ | 20,636 | 294,500   | SH | N/A | DEFIN |
| MORGAN STANLEY                       | COM NEW        | 617446448 | \$ | 10,894 | 720,000   | SH | N/A | DEFIN |
| MOSAIC CO NEW                        | COM            | 61945C103 | \$ | 24,191 | 479,700   | SH | N/A | DEFIN |
| MYLAN INC                            | COM            | 628530107 | \$ | 15,644 | 729,000   | SH | N/A | DEFIN |
| NII HLDGS INC                        | CL B NEW       | 62913F201 | \$ | 14,088 | 661,400   | SH | N/A | DEFIN |
| NYSE EURONEXT                        | COM            | 629491101 | \$ | 4,194  | 160,700   | SH | N/A | DEFIN |
| NASDAQ OMX GROUP                     | COM            | 631103108 | \$ | 23,963 | 977,691   | SH | N/A | DEFIN |
| NATL FUEL GAS CO                     | COM            | 636180101 | \$ | 3,335  | 60,000    | SH | N/A | DEFIN |
| NETAPP INC                           | COM            | 64110D104 | \$ | 10,881 | 300,000   | SH | N/A | DEFIN |
| NEXTERA ENERGY INC                   | COM            | 65339F101 | \$ | 33,606 | 552,000   | SH | N/A | DEFIN |
| NOVARTIS AG                          | SPONSORED ADR  | 66987V109 | \$ | 5,717  | 100,000   | SH | N/A | DEFIN |
| NOVO-NORDISK A S                     | ADR            | 670100205 | \$ | 15,896 | 137,912   | SH | N/A | DEFIN |
| NSTAR                                | COM            | 67019E107 | \$ | 8,406  | 179,000   | SH | N/A | DEFIN |
| NUANCE<br>COMMUNICATIONS INC         | COM            | 67020Y100 | \$ | 20,609 | 819,100   | SH | N/A | DEFIN |
| OCCIDENTAL<br>PETROLEUM CORP         | COM            | 674599105 | \$ | 23,687 | 252,800   | SH | N/A | DEFIN |
| OCEANEERING INTL INC                 | COM            | 675232102 | \$ | 2,307  | 50,000    | SH | N/A | DEFIN |
| OMNICOM GROUP INC                    | COM            | 681919106 | \$ | 2,229  | 50,000    | SH | N/A | DEFIN |
| OPENTABLE INC                        | COM            | 68372A104 | \$ | 1,957  | 50,000    | SH | N/A | DEFIN |
| ORACLE CORP                          | COM            | 68389X105 | \$ | 24,124 | 940,500   | SH | N/A | DEFIN |
| PEOPLES UTD FINL INC                 | COM            | 712704105 | \$ | 4,549  | 354,000   | SH | N/A | DEFIN |
| PEPSICO INC                          | COM            | 713448108 | \$ | 7,962  | 120,000   | SH | N/A | DEFIN |

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|                         |               |           |    |             |              |    |     |       |
|-------------------------|---------------|-----------|----|-------------|--------------|----|-----|-------|
| PFIZER INC              | COM           | 717081103 | \$ | 9,348       | 432,000      | SH | N/A | DEFIN |
| PROCTER & GAMBLE CO     | COM           | 742718109 | \$ | 40,433      | 606,100      | SH | N/A | DEFIN |
| PRUDENTIAL FINL INC     | COM           | 744320102 | \$ | 27,185      | 542,400      | SH | N/A | DEFIN |
| QEP RES INC             | COM           | 74733V100 | \$ | 2,344       | 80,000       | SH | N/A | DEFIN |
| QUALCOMM INC            | COM           | 747525103 | \$ | 34,587      | 632,300      | SH | N/A | DEFIN |
| QUESTAR CORP            | COM           | 748356102 | \$ | 4,965       | 250,000      | SH | N/A | DEFIN |
| RALPH LAUREN CORP       | CL A          | 751212101 | \$ | 2,347       | 17,000       | SH | N/A | DEFIN |
| RAYONIER INC            | COM           | 754907103 | \$ | 6,695       | 150,000      | SH | N/A | DEFIN |
| REPUBLIC SVCS INC       | COM           | 760759100 | \$ | 15,155      | 550,100      | SH | N/A | DEFIN |
| ROPER INDS INC NEW      | COM           | 776696106 | \$ | 5,212       | 60,000       | SH | N/A | DEFIN |
| SBA COMMUNICATIONS CORP | COM           | 78388J106 | \$ | 2,148       | 50,000       | SH | N/A | DEFIN |
| SANDISK CORP            | COM           | 80004C101 | \$ | 12,795      | 260,000      | SH | N/A | DEFIN |
| SCHLUMBERGER LTD COM    | COM           | 806857108 | \$ | 19,181      | 280,800      | SH | N/A | DEFIN |
| SMUCKER J M CO          | COM NEW       | 832696405 | \$ | 12,507      | 160,000      | SH | N/A | DEFIN |
| SOUTHWESTERN ENERGY CO  | COM           | 845467109 | \$ | 10,911      | 341,600      | SH | N/A | DEFIN |
| SPECTRA ENERGY CORP     | COM           | 847560109 | \$ | 2,306       | 75,000       | SH | N/A | DEFIN |
| STARBUCKS CORP          | COM           | 855244109 | \$ | 22,807      | 495,700      | SH | N/A | DEFIN |
| STARWOOD                |               |           |    |             |              |    |     |       |
| HOTELS&RESORTS WRLD     | COM           | 85590A401 | \$ | 20,574      | 428,900      | SH | N/A | DEFIN |
| STATE STR CORP          | COM           | 857477103 | \$ | 12,149      | 301,400      | SH | N/A | DEFIN |
| SYMANTEC CORP           | COM           | 871503108 | \$ | 22,536      | 1,440,000    | SH | N/A | DEFIN |
| SYNOPSIS INC            | COM           | 871607107 | \$ | 2,720       | 100,000      | SH | N/A | DEFIN |
| TECH DATA CORP          | COM           | 878237106 | \$ | 3,706       | 75,000       | SH | N/A | DEFIN |
| TERADATA CORP DEL       | COM           | 88076W103 | \$ | 1,213       | 25,000       | SH | N/A | DEFIN |
| TEVA PHARMACEUTICAL     |               |           |    |             |              |    |     |       |
| INDS LTD                | ADR           | 881624209 | \$ | 4,036       | 100,000      | SH | N/A | DEFIN |
| THOMAS & BETTS CORP     | COM           | 884315102 | \$ | 1,911       | 35,000       | SH | N/A | DEFIN |
| TIDEWATER INC           | COM           | 886423102 | \$ | 12,281      | 249,102      | SH | N/A | DEFIN |
| TIFFANY & CO            | COM           | 886547108 | \$ | 28,492      | 430,000      | SH | N/A | DEFIN |
| TIME WARNER INC         | COM           | 887317303 | \$ | 6,722       | 186,000      | SH | N/A | DEFIN |
| TOTAL S A               | SPONSORED ADR | 89151E109 | \$ | 54,841      | 1,073,000    | SH | N/A | DEFIN |
| TRACTOR SUPPLY CO       | COM           | 892356106 | \$ | 2,455       | 35,000       | SH | N/A | DEFIN |
| TRAVELERS COS INC       | COM           | 89417E109 | \$ | 7,852       | 132,700      | SH | N/A | DEFIN |
| TREEHOUSE FOODS INC     | COM           | 89469A104 | \$ | 5,230       | 80,000       | SH | N/A | DEFIN |
| ULTRA PETROLEUM CORP    | COM           | 903914109 | \$ | 10,059      | 339,500      | SH | N/A | DEFIN |
| UNITED PARCEL SVC INC   | CL B          | 911312106 | \$ | 23,033      | 314,700      | SH | N/A | DEFIN |
| UNITED STATES           |               |           |    |             |              |    |     |       |
| STL CORP NEW            | COM           | 912909108 | \$ | 2,646       | 100,000      | SH | N/A | DEFIN |
| UNITED                  |               |           |    |             |              |    |     |       |
| TECHNOLOGIES CORP       | COM           | 913017109 | \$ | 19,296      | 264,000      | SH | N/A | DEFIN |
| VALERO ENERGY CORP NEW  | COM           | 91913Y100 | \$ | 11,578      | 550,000      | SH | N/A | DEFIN |
| VERIZON COMMUNICATIONS  | COM           | 92343V104 | \$ | 6,018       | 150,000      | SH | N/A | DEFIN |
| VISA INC                | COM CL A      | 92826C839 | \$ | 29,423      | 289,800      | SH | N/A | DEFIN |
| WABCO HLDGS INC         | COM           | 92927K102 | \$ | 12,152      | 280,000      | SH | N/A | DEFIN |
| WASTE MGMT INC DEL      | COM           | 94106L109 | \$ | 7,883       | 241,000      | SH | N/A | DEFIN |
| WELLPOINT INC           | COM           | 94973V107 | \$ | 26,831      | 405,000      | SH | N/A | DEFIN |
| WESTERN UNION CO        | COM           | 959802109 | \$ | 25,564      | 1,400,000    | SH | N/A | DEFIN |
| WHITING PETE CORP       | COM           | 966387102 | \$ | 18,909      | 405,000      | SH | N/A | DEFIN |
| XILINX INC              | COM           | 983919101 | \$ | 2,405       | 75,000       | SH | N/A | DEFIN |
| XYLEM INC               | COM           | 98419M100 | \$ | 2,697       | 105,000      | SH | N/A | DEFIN |
| YUM BRANDS INC          | COM           | 988498101 | \$ | 31,541      | 534,500      | SH | N/A | DEFIN |
|                         |               |           |    | \$2,872,655 | \$78,707,896 |    |     |       |