HONEYWELL INTERNATIONAL INC
Form 424B5
October 24, 2017

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	**Amount To Be Registered**	**Maximum Offering Price Per Unit**	**Maximum Aggregate Offering Price**	**Amount of Registration Fee[(1)]**
Floating Rate Senior Notes due 2019	$450,000,000	100.000%	$450,000,000	$56,025.00
1.800% Senior Notes due 2019	$750,000,000	99.922%	$749,415,000	$93,302.17

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

PROSPECTUS SUPPLEMENT **Filed Pursuant to Rule 424(b)(5)**
(To Prospectus dated December 11, 2015) **Registration No. 333-208501**

$1,200,000,000

HONEYWELL INTERNATIONAL INC.

$450,000,000 Floating Rate Senior Notes Due 2019
$750,000,000 1.800% Senior Notes Due 2019

We are offering $450,000,000 aggregate principal amount of our floating rate senior notes due 2019 (the floating rate notes) and $750,000,000 aggregate principal amount of our senior notes due 2019 (the fixed rate notes) (together, the notes). The floating rate notes will bear interest at a floating rate equal to three-month USD LIBOR plus 0.040% per annum, payable quarterly in arrears; *provided, however,* that the minimum interest rate on the floating rate notes shall not be less than 0.000%. The fixed rate notes will bear interest at the rate of 1.800% per annum, payable semiannually in arrears.

Each of the floating rate notes and the fixed rate notes will mature on October 30, 2019. We will pay interest on the floating rate notes on January 30, April 30, July 30 and October 30 of each year, starting on January 30, 2018, and on the maturity date and interest on the fixed rate notes on April 30 and October 30 of each year, starting on April 30, 2018.

The floating rate notes will not be redeemable. We may redeem the fixed rate notes at any time and from time to time at our option, either in whole or in part, at the redemption price described under Description of the Notes Optional Redemption of Fixed Rate Notes.

The notes will be our senior unsecured and unsubordinated obligations and will rank equally among themselves and with all of our existing and future senior unsecured debt and senior to all of our subordinated debt.

The notes will not be listed on any securities exchange. Currently, there is no public market for any series of the notes.

Investing in the notes involves risks. See the Risk Factors section beginning on page S-8 of this prospectus supplement.

	Public Offering Price (1)	Underwriting Discount	Proceeds, before expenses, to Honeywell
Per Floating Rate Note	100.000%	0.200%	99.800%
Total	$ 450,000,000	$ 900,000	$ 449,100,000
Per Fixed Rate Note	99.922%	0.200%	99.722%
Total	$ 749,415,000	$ 1,500,000	$ 747,915,000

(1) Plus accrued interest, if any, from October 30, 2017 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of DTC (as defined herein) for the accounts of its participants, including Clearstream Banking, S.A. and the Euroclear System, on or about October 30, 2017, which is the fifth business day following the date of this prospectus supplement (the settlement cycle being referred to as T+5). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended (the Exchange Act), trades in the secondary market are generally required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of this prospectus supplement or the next two succeeding business days will be required, by virtue of the fact that the notes initially settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date of this prospectus supplement or the next two succeeding business days should consult their advisors.

Joint Book-Running Managers

Barclays BofA Merrill Lynch Citigroup Goldman Sachs & Co. LLC

Senior Co-Managers

Deutsche Bank Securities J.P. Morgan Morgan Stanley Wells Fargo Securities

Co-Managers

BBVA BNP PARIBAS HSBC ICBC Standard Bank Loop Capital Markets Mizuho Securities

NatWest Markets RBC Capital Markets SMBC Nikko SOCIETE GENERALE Standard Chartered Bank TD Securities US Bancorp

The date of this prospectus supplement is October 23, 2017.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of the notes. The second part is the accompanying prospectus dated December 11, 2015, which we refer to as the accompanying prospectus. The accompanying prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (SEC) using a shelf registration statement. Under the shelf registration process, from time to time, we may offer and sell debt securities in one or more offerings. The accompanying prospectus contains a description of our debt securities and gives more general information, some of which may not apply to the notes.

This prospectus supplement, or the information incorporated by reference in this prospectus supplement, may add, update or change information in the accompanying prospectus. If information in this prospectus supplement, or the information incorporated by reference from a report or other document filed with the SEC after the date of the accompany prospectus, is inconsistent with the accompanying prospectus, this prospectus supplement, or such information incorporated by reference, will supersede the information in the accompanying prospectus.

It is important that you read and consider all of the information contained in this prospectus supplement and the accompanying prospectus in making your investment decision. You should also read and consider the information in the documents to which we have referred you in Where You Can Find More Information on page S-3 of this prospectus supplement, Information Incorporated by Reference on page S-3 of this prospectus supplement, and Where You Can Find More Information about Honeywell on page 17 of the accompanying prospectus.

We have not, and the underwriters have not, authorized anyone to provide any information other than that contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus, or any related free writing prospectus prepared by or on behalf of us. Neither we nor the underwriters take responsibility for, or can provide assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell, or soliciting an offer to buy, the notes in any jurisdiction where the offer or sale is not permitted. The information in this prospectus supplement, the accompanying prospectus and any related free writing prospectus may only be accurate as of the date of such document or the information incorporated by reference herein or therein. Our business, financial condition, results of operations and/or prospects may have changed since those dates.

In this prospectus supplement and the accompanying prospectus, all references to we, us, our and Honeywell refer t Honeywell International Inc. and its consolidated subsidiaries, unless the context otherwise requires.

We are offering the notes globally for sale in those jurisdictions in the United States, Canada, Europe, Asia and elsewhere where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons who receive this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See the Underwriting (Conflicts of Interest) section beginning on page S-18 of this prospectus supplement.

References herein to $ are to United States dollars.

Notice to Prospective Investors in the United Kingdom

This prospectus supplement and the accompanying prospectus is only being distributed to and is only directed at persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (iii) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). The notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such notes will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this prospectus supplement and/or the accompanying prospectus or any of their contents.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public from the SEC s Web site at http://www.sec.gov. You may also read and copy any document we file at the SEC s public reference room in Washington, D.C. located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may also obtain copies of any document we file at prescribed rates by writing to the Public Reference Section of the SEC at that address. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Information about us, including our SEC filings, is also available on our Web site at http://www.honeywell.com. The information on or linked to/from our Web site is not part of, and is not incorporated by reference into, this prospectus supplement or the accompanying prospectus. Reference to our Web site is made as an inactive textual reference.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference in this prospectus supplement and the accompanying prospectus the information in other documents that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained herein. We incorporate by reference in this prospectus supplement and the accompanying prospectus the documents listed below and any future filings that we may make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the termination of the offering of notes under this prospectus supplement:

- Our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on February 10, 2017, including the information specifically incorporated by reference into our Annual Report on Form 10-K from our Definitive Proxy Statement filed with the SEC pursuant to Section 14 of the Exchange Act on March 9, 2017;
- Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017; and
- Our Current Reports on Form 8-K filed with the SEC on February 10, 2017, March 6, 2017, April 24, 2017, April 28, 2017, October 11, 2017 (Item 8.01 and Exhibit 99.1 only) and October 23, 2017.

Notwithstanding the foregoing, we are not incorporating any document or information deemed to have been furnished and not filed in accordance with SEC rules. You may obtain a copy of any or all of the documents referred to above which may have been or may be incorporated by reference herein (excluding certain exhibits to the documents) at no cost to you by writing or telephoning us at the following address:

Honeywell International Inc.
115 Tabor Road
Morris Plains, New Jersey 07950
Attention: Investor Relations Department
(973) 455-2000

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are those that address activities, events or developments that we or our management intend, expect, project, believe or anticipate will or may occur in the future. They are based on management s assumptions and assessments in light of past experience and trends, current conditions, expected future developments and other relevant factors. They are not guarantees of future performance, and actual results, developments and business decisions may differ significantly from those envisaged by our forward-looking statements. We do not undertake to update or revise any of our forward-looking statements. Our forward-looking statements are also subject to risks and uncertainties that can affect our performance in both the near- and long-term. These forward-looking statements should be considered in light of the information included in this prospectus supplement and the accompanying prospectus, including the information under the heading Risk Factors in this prospectus supplement, in our Annual Report on Form 10-K for the year ended December 31, 2016 and in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, and the description of trends and other factors in Management s Discussion and Analysis of Financial Condition and Results of Operations set forth in our Annual Report on Form 10-K for the year ended December 31, 2016, our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017 and in our other filings with the SEC.

PROSPECTUS SUPPLEMENT SUMMARY

Honeywell International Inc.

Honeywell invents and commercializes technologies that address some of the world s most critical challenges around energy, safety, security, productivity and global urbanization. As a diversified technology and manufacturing company, Honeywell is uniquely positioned to blend physical products with software to serve customers worldwide with aerospace products and services, turbochargers, energy efficient products and solutions for homes, businesses and transportation, specialty chemicals, electronic and advanced materials, process technology for refining and petrochemicals, and productivity, sensing, safety and security technologies for buildings, homes and industries. Honeywell s products and solutions enable a safer, more comfortable and more productive world, enhancing the quality of life of people around the globe. Honeywell was incorporated in Delaware in 1985, and its principal executive offices are located at 115 Tabor Road, Morris Plains, New Jersey 07950. Its main telephone number is (973) 455-2000.

Recent Developments

On October 23, 2017, Honeywell commenced four separate private exchange offers to eligible holders (the Exchange Offers) to exchange any and all of its outstanding 6.625% Debentures due 2028, 5.70% Senior Notes due 2036, 5.70% Senior Notes due 2037 and 5.375% Senior Notes due 2041 (the Existing Notes) for a series of its newly issued debt securities and cash, as described under Exchange Offers. The Exchange Offers are currently scheduled to expire on November 17, 2017, unless extended.

This offering is not conditioned on the completion of the Exchange Offers and the completion of this offering is not a condition to the completion of the Exchange Offers. Nothing in this prospectus supplement should be construed as an offer to purchase or a solicitation of an offer to sell any outstanding Existing Notes, as the Exchange Offers are only being made upon the terms and subject to the conditions set forth in our offering memorandum, dated October 23, 2017, and the related eligibility letter.

The Offering

The offering terms of the notes are *summarized below solely for your convenience. This summary is not a complete description of the notes. You should read the full text and more specific details contained elsewhere in this prospectus supplement and the accompanying prospectus. For a more detailed description of the notes, see the discussion under the caption Description of the Notes beginning on page S-12 of this prospectus supplement.*

Issuer	Honeywell International Inc., a Delaware corporation.
Notes Offered	$450,000,000 aggregate principal amount of floating rate notes. $750,000,000 aggregate principal amount of fixed rate notes.
Maturity Date	Each of the floating rate notes and the fixed rate notes will mature on October 30, 2019.
Interest Rates	The floating rate notes will bear interest from October 30, 2017 at a floating rate equal to three-month USD LIBOR plus 0.040% per annum, payable quarterly in arrears; *provided, however,* that the minimum interest rate on the floating rate notes shall not be less than 0.000%. The fixed rate notes will bear interest from October 30, 2017 at the rate of 1.800% per annum, payable semiannually in arrears.
Minimum Interest Rate	The minimum interest rate on the floating rate notes shall be 0.000%.
Interest Payment Dates	We will pay interest on the floating rate notes on January 30, April 30, July 30 and October 30 of each year, starting on January 30, 2018, and on the maturity date, and interest on the fixed rate notes semiannually on April 30 and October 30 of each year, starting on April 30, 2018.
Optional Redemption	The fixed rate notes: Make-whole call at T+5 basis points. The fixed rate notes may be redeemed prior to maturity in whole or in part at any time and from time to time at our option at the make-whole redemption price. In the case of any such redemption, we will also pay accrued and unpaid interest, if any, to the redemption date. For more detailed information on the calculation of the redemption price, see Description of the Notes Optional Redemption of Fixed Rate Notes in this prospectus supplement. The floating rate notes will not be redeemable.
Ranking	The notes will be unsecured and unsubordinated obligations and will rank equally with each other and with all of our other existing and future unsecured and unsubordinated indebtedness. See Description of the Notes Ranking in this prospectus supplement.
Covenants	The Indenture governing the notes contains various covenants. These covenants are subject to a number of important qualifications and exceptions. See Description of Debt Securities Covenants in the accompanying prospectus.

Minimum Denominations	The notes will be issued and may be transferred only in minimum denominations of $2,000 and in integral multiples of $1,000 in excess thereof.
Form	Each series of the notes is being issued in fully registered form and will be represented by one or more global notes deposited with The Depository Trust Company (DTC), or its nominee and registered in book-entry form in the name of Cede & Co., DTC s nominee.

	Beneficial interests in the global notes will be shown on, and transfers will only be made through, the records maintained by DTC and its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank, S.A./N.V.. See Book-Entry Issuance in the accompanying prospectus.
Use of Proceeds	We intend to use the net proceeds from the sale of the notes to fund the repayment of our euro-denominated floating rate senior notes, which will mature on February 22, 2018, and to use the remainder of the net proceeds for general corporate purposes. See Use of Proceeds in this prospectus supplement.
Absence of a Public Market	There is no public trading market for any series of the notes, and there is no intention to apply for listing of the notes on any national securities exchange or for quotation of the notes on any automated dealer quotations system. See Risk Factors An active trading market for the notes may not develop.
Further Issues	We may create and issue additional notes of any series ranking equally with the notes of the corresponding series and having the same terms (other than the issue date, the payment of interest accruing prior to the issue date of such further notes or except for the first payment of interest following the issue date of such further notes); provided that such additional notes of any series shall not be issued with the same CUSIP number as the notes of its corresponding series unless such additional notes are issued for U.S. federal income tax purposes in a qualified reopening or are otherwise treated as part of the same issue for U.S. federal income tax purposes. Such notes, if issued, will be consolidated and form a single series with the notes of the corresponding series. See Description of the Notes Further Issues in this prospectus supplement.
Conflicts of Interest	Because more than 5% of the net proceeds of this offering, not including underwriters discounts, may be received by affiliates of certain of the underwriters, to the extent any one underwriter, together with its affiliates, receives more than 5% of the net proceeds, such underwriter would be considered to have a conflict of interest with us in regard to this offering under Rule 5121 of the Financial Industry Regulatory Authority, Inc. (FINRA). Pursuant to that rule, the appointment of a qualified independent underwriter is not necessary in connection with the offering because the offering is of a class of securities that are investment grade rated. See Underwriting (Conflicts of Interest) Conflicts of Interest.
Governing Law	New York law will govern the Indenture and the notes.
Trustee	Deutsche Bank Trust Company Americas.
Risk Factors	For a discussion of factors you should carefully consider before deciding to purchase the notes, see Risk Factors beginning on page S-8 of this prospectus supplement and under the headings Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations of our annual report on Form 10-K for the year ended December 31, 2016 and our quarterly report on Form 10-Q for the quarter ended September 30, 2017 filed with the SEC and incorporated by reference into this prospectus supplement.

RISK FACTORS

An investment in the notes may involve various risks. Prior to making a decision about investing in our securities, and in consultation with your own financial and legal advisors, you should carefully consider, among other matters, the following risk factors, as well as those incorporated by reference in this prospectus supplement from our most recent annual report on Form 10-K and our quarterly report on Form 10-Q for the quarter ended September 30, 2017 under the headings Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations and other filings we may make from time to time with the SEC.

The notes are subject to prior claims of any secured creditors and the creditors of our subsidiaries, and if a default occurs we may not have sufficient funds to fulfill our obligations under the notes.

The notes are our unsecured general obligations, ranking equally with our other senior unsecured indebtedness but below any secured indebtedness and effectively below the debt and other liabilities of our subsidiaries. The Indenture governing the notes permits us and our subsidiaries to incur secured debt under specified circumstances. If we incur any secured debt, our assets and the assets of our subsidiaries will be subject to prior claims by our secured creditors. In the event of our bankruptcy, liquidation, reorganization or other winding up, assets that secure debt will be available to pay obligations on the notes only after all debt secured by those assets has been repaid in full. Holders of the notes will participate in our remaining assets ratably with all of our unsecured and unsubordinated creditors, including our trade creditors.

If we incur any additional obligations that rank equally with the notes, including trade payables, the holders of those obligations will be entitled to share ratably with the holders of the notes in any proceeds distributed upon our insolvency, liquidation, reorganization, dissolution or other winding up. This may have the effect of reducing the amount of proceeds paid to you. If there are not sufficient assets remaining to pay all these creditors, all or a portion of the notes then outstanding would remain unpaid.

Negative covenants in the Indenture will have a limited effect.

The Indenture governing the notes contains negative covenants that apply to us; however, the limitation on liens and limitation on sale and leaseback covenants contain exceptions that will allow us to create, grant or incur liens or security interests with respect to our headquarters and certain other material facilities. See Description of Debt Securities Covenants in the accompanying prospectus. In light of these exceptions, holders of the notes may be structurally or contractually subordinated to new lenders.

Changes in our credit ratings may adversely affect the value of the notes.

We expect that the notes will be rated by one or more nationally recognized statistical rating organizations. Such ratings are not recommendations to buy, sell or hold the notes, are limited in scope, and do not address all material risks relating to an investment in the notes, but rather reflect only the view of each rating agency at the time the rating is issued. An explanation of the significance of such rating may be obtained from such rating agency. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency s judgment, circumstances so warrant. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect the market value of the notes and increase our corporate borrowing costs.

An active trading market for the notes may not develop.

There is no existing market for the notes and we do not intend to apply for listing of the notes on any securities exchange or any automated quotation system. Accordingly, there can be no assurance that a trading market for the notes will ever develop or will be maintained. Further, there can be no assurance as to the liquidity of any market that may develop for the notes, your ability to sell your notes or the price at which you will be able to sell your notes. Future trading prices of the notes will depend on many factors, including prevailing interest rates, our financial condition and results of operations, the then-current ratings assigned to the notes and the market for similar securities. Any trading market that develops would be affected by many factors independent of and in addition to the foregoing, including:

- time remaining to the maturity of the notes;
- outstanding amount of the notes;
- the terms related to optional redemption of the notes; and
- level, direction and volatility of market interest rates generally.

The underwriters have advised us that they currently intend to make a market in the notes, but they are not obligated to do so and may cease market making at any time without notice.

Uncertainty relating to the LIBOR calculation process and potential phasing out of LIBOR after 2021 may adversely affect the value of the floating rate notes.

Regulators and law enforcement agencies in the United Kingdom and elsewhere are conducting civil and criminal investigations into whether the banks that contribute to the British Bankers Association (the BBA) in connection with the calculation of daily LIBOR may have been under-reporting or otherwise manipulating or attempting to manipulate LIBOR. A number of BBA member banks have entered into settlements with their regulators and law enforcement agencies with respect to this alleged manipulation of LIBOR.

Actions by the BBA, regulators or law enforcement agencies may result in changes to the manner in which LIBOR is determined or the establishment of alternative reference rates. For example, on July 27, 2017, the U.K. Financial Conduct Authority announced that it intends to stop persuading or compelling banks to submit LIBOR rates after 2021. At this time, it is not possible to predict the effect of any such changes, any establishment of alternative reference rates or any other reforms to LIBOR that may be enacted in the United Kingdom or elsewhere. Uncertainty as to the nature of such potential changes, alternative reference rates or other reforms may adversely affect the trading market for LIBOR-based securities, including the floating rate notes.

USE OF PROCEEDS

We estimate that the net proceeds to us from this offering will be approximately $1.19 billion, after deducting the underwriting discount and estimated offering expenses payable by us. We intend to use the net proceeds of this offering to fund the repayment of our euro-denominated floating rate senior notes, which had an interest rate of 0.171% as of August 22, 2017 and which will mature on February 22, 2018, and to use the remainder of the net proceeds for general corporate purposes.

EXCHANGE OFFERS

On October 23, 2017, we commenced the Exchange Offers to exchange any and all of our Existing Notes for a series of our newly issued debt securities and cash.

The Exchange Offers are currently scheduled to expire at 11:59 p.m., New York City time, on Friday, November 17, 2017, unless extended.

The principal purpose of the Exchange Offers is to extend the maturity of the debt obligations associated with the Existing Notes during a time of favorable market conditions and more evenly distribute the amount of principal due on our debt securities over time.

This offering is not conditioned on the completion of the Exchange Offers and the completion of this offering is not a condition to the completion of the Exchange Offers. Nothing in this prospectus supplement should be construed as an offer to purchase or a solicitation of an offer to sell any outstanding Existing Notes, as the Exchange Offers are only being made upon the terms and subject to the conditions set forth in our offering memorandum, dated October 23, 2017, and the related eligibility letter.

DESCRIPTION OF THE NOTES

The following description of the particular terms of the notes offered hereby supplements the description of the general terms and provisions of debt securities under the heading Description of Debt Securities in the accompanying prospectus. Terms used in this prospectus supplement that are otherwise not defined will have the meanings given to them in the accompanying prospectus. The following summaries of certain provisions of the Indenture do not purport to be complete and are subject to and are qualified in their entirety by reference to all of the provisions of the Indenture. Capitalized and other terms not otherwise defined in this prospectus supplement or in the accompanying prospectus have the meanings given to them in the Indenture. You may obtain a copy of the Indenture from us upon request. See Where You Can Find More Information in this prospectus supplement. When used in this section, the terms we, us, our and Honeywell refer solely to Honeywell International Inc. and not to its consolidated subsidiaries.

General

We are offering $450,000,000 aggregate principal amount of our floating rate notes and $750,000,000 aggregate principal amount of our fixed rate notes.

Each series of notes will be issued as separate series under the indenture, dated as of March 1, 2007 (the Indenture), between Honeywell and Deutsche Bank Trust Company Americas, as trustee. Each of the floating rate notes and the fixed rate notes will mature on October 30, 2019.

The notes will be issued only in registered, book-entry form without interest coupons in minimum denominations of $2,000 and integral multiples of $1,000 in excess thereof. Each series of notes will be represented by one or more global notes deposited with DTC, or its nominee, and registered in book-entry form in the name of Cede & Co., DTC s nominee.

The notes will not be subject to a sinking fund. The notes will be subject to defeasance as described under Description of Debt Securities Defeasance in the accompanying prospectus.

The Indenture and the notes do not limit the amount of indebtedness that may be incurred or the amount of securities which may be issued by us, and contain no financial or similar restrictions on us, except as described under Description of Debt Securities Covenants in the accompanying prospectus.

If the scheduled maturity date or redemption date for the notes of any series falls on a day that is not a business day, the payment of principal and accrued interest will be made on the next succeeding business day, and no interest on such payment shall accrue for the period from and after the scheduled maturity date or redemption date, as the case may be.

Ranking

The notes will be our senior unsecured and unsubordinated debt obligations and will rank equally among themselves and with all of our other existing and future senior unsecured indebtedness and senior to all of our subordinated debt.

Interest

The notes will bear interest from October 30, 2017.

Floating Rate Notes

The floating rate notes will bear interest for each interest period at a rate determined by the calculation agent. The calculation agent is Deutsche Bank Trust Company Americas until such time as we appoint a successor calculation agent. We will pay interest on the floating rate notes on January 30, April 30, July 30 and October 30 of each year starting on January 30, 2018 and on the maturity date. The interest rate on the floating rate notes for a particular interest period will be a per annum rate equal to three-month USD LIBOR as determined on the interest determination date plus 0.040%. The interest determination date for an interest period will be the second London business day preceding that interest period. Promptly upon determination, the calculation agent will inform the trustee and us of the interest rate for the next interest period. Absent manifest error, the determination of the interest rate by the calculation agent shall be binding and conclusive on the holders of the floating rate notes, the trustee and us.

A London business day is a day on which dealings in deposits in U.S. dollars are transacted in the London interbank market.

On any interest determination date, LIBOR will be equal to the offered rate for deposits in U.S. dollars having an index maturity of three months, in amounts of at least $1,000,000, as such rate appears on Reuters Page LIBOR01 at approximately 11:00 a.m., London time, on such interest determination date.

If no offered rate appears on Reuters Page LIBOR01 on an interest determination date at approximately 11:00 a.m., London time, then the calculation agent (after consultation with us) will select four major banks in the London interbank market and shall request each of their principal London offices to provide a quotation of the rate at which three-month deposits in U.S. dollars in amounts of at least $1,000,000 are offered by it to prime banks in the London interbank market, on that date and at that time, that is representative of single transactions at that time. If at least two quotations are provided, LIBOR will be the arithmetic average of the quotations provided. Otherwise, the calculation agent will select three major banks (which may include Deutsche Bank Securities Inc., an affiliate of the trustee) in New York City and shall request each of them to provide a quotation of the rate offered by them at approximately 11:00 a.m., New York City time, on the interest determination date for loans in U.S. dollars to leading European banks having an index maturity of three months for the applicable interest period in an amount of at least $1,000,000 that is representative of single transactions at that time. If three quotations are provided, LIBOR will be the arithmetic average of the quotations provided. Otherwise, the rate of LIBOR for the next interest period will be equal to the rate of LIBOR for the then current interest period.

Reuters Page LIBOR01 means the display designated as LIBOR01 on Reuters (or any successor service) (or such other page as may replace Page LIBOR01 on Reuters or any successor service).

Upon written request from any holder of floating rate notes, the calculation agent will provide the interest rate in effect for the floating rate notes for the current interest period and, if it has been determined, the interest rate to be in effect for the next interest period.

All percentages resulting from any of the above calculations will be rounded, if necessary, to the nearest one hundred thousandth of a percentage point, with five one-millionths of a percentage point being rounded upwards (e.g., 8.986865% (or 0.08986865) being rounded to 8.98687% (or 0.0898687)) and all dollar amounts used in or resulting from such calculations will be rounded to the nearest cent (with one-half cent being rounded upwards).

The interest rate on the floating rate notes will in no event be higher than the maximum rate permitted by New York law as the same may be modified by United States laws of general application.

Dollar amounts resulting from such calculation will be rounded to the nearest cent, with one-half cent being rounded upward.

Interest on the floating rate notes will accrue from October 30, 2017, or from the most recent interest payment date to which interest has been paid or provided for; provided, that if an interest payment date (other than the maturity date) for the floating rate notes falls on a day that is not a business day, the interest payment date shall be postponed to the next succeeding business day unless such next succeeding business day would be in the following month, in which case, the interest payment date shall be the immediately preceding business day. Interest on the floating rate notes will be paid to but excluding the relevant interest payment date. We will make interest payments on the floating rate notes quarterly in arrears on January 30, April 30, July 30 and October 30 of each year, beginning on January 30, 2018, to the person in whose name those notes are registered at the close of business on the 15th business day preceding the interest payment date. Interest on the floating rate notes will be computed on the basis of the actual number of days in an interest period and a 360-day year.

Fixed Rate Notes

The fixed rate notes will bear interest at a fixed rate of 1.800% per annum. Interest on the fixed rate notes will accrue from October 30, 2017, or from the most recent interest payment date to which interest has been paid or provided for, to but excluding the relevant interest payment date. We will make interest payments on the fixed rate notes semiannually in arrears on April 30 and October 30 of each year, beginning on April 30, 2018, to the person in whose name such notes are registered at the close of business on the immediately preceding April 15 or October 15, as applicable. Interest on the fixed rate notes will be computed on the basis of a 360-day year of twelve 30-day months.

If an interest payment date for the notes falls on a day that is not a business day, the interest payment shall be postponed to the next succeeding business day, and no interest on such payment shall accrue for the period from and after such interest payment date.

Optional Redemption of Fixed Rate Notes

The floating rate notes are not redeemable.

The fixed rate notes are redeemable at our option, in whole or in part, at any time or from time to time, upon mailed notice to the registered address of each holder of notes to be redeemed at least 10 days but not more than 60 days prior to the redemption. The redemption price will be equal to the greater of (1) 100% of the principal amount of such notes to be redeemed and (2) the sum of the present values of the Remaining Scheduled Payments on such notes discounted to the date of redemption, on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months), at a rate equal to the sum of the Treasury Rate plus 5 basis points.

Accrued interest on the fixed rate notes will be paid to but excluding the redemption date.

Comparable Treasury Issue means the United States Treasury security selected by a Reference Treasury Dealer as having an actual or interpolated maturity comparable to the remaining term of the notes called for redemption, that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the notes called for redemption.

Comparable Treasury Price means, with respect to any redemption date, the average, as determined by us, of the Reference Treasury Dealer Quotations for that redemption date.

Reference Treasury Dealer means each of Barclays Capital Inc., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, and each of their respective successors. If any one shall cease to be a primary U.S. Government securities dealer, we will substitute another nationally recognized investment banking firm that is a primary U.S. Government securities dealer.

Reference Treasury Dealer Quotations means, on any redemption date, the average, as determined by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to us by each Reference Treasury Dealer at 3:30 p.m., New York City time, on the third business day preceding that redemption date.

Remaining Scheduled Payments means the remaining scheduled payments of principal of and interest on the notes called for redemption that would be due after the related redemption date but for that redemption. If that redemption date is not an interest payment date with respect to the notes called for redemption, the amount of the next succeeding scheduled interest payment on such notes will be reduced by the amount of interest accrued to such redemption date.

Treasury Rate means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity (computed as of the third business day immediately preceding that redemption date) of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

Notice of any redemption will be mailed to each holder of notes to be redeemed at least 10 and not more than 60 days prior to the date fixed for redemption. On and after a redemption date, interest will cease to accrue on the notes called for redemption (unless we default in the payment of the redemption price and accrued interest). On or before a redemption date, we will deposit with a paying agent (or the Trustee) money sufficient to pay the redemption price of and accrued interest on the notes to be redeemed on that date. If less than all of the notes are to be redeemed, the notes to be redeemed shall be selected by the trustee in accordance with the procedures of DTC.

Further Issues

We may from time to time, without notice to or the consent of the registered holders of a series of debt securities, create and issue further debt securities of any such series ranking equally with the debt securities of the corresponding series and having the same terms in all respects (other than the issue date, the payment of interest accruing prior to the issue date of such further debt securities or except for the first payment of interest following the issue date of such further debt securities); provided that such additional debt securities of any series shall not be issued with the same CUSIP number as the debt securities of its corresponding series unless such additional debt securities are issued for U.S. federal income tax purposes in a qualified reopening or are otherwise treated as part of the same issue for U.S. federal income tax purposes. Such further debt securities will be consolidated and form a single series with the debt securities of the corresponding series.

Regarding the Trustee

Deutsche Bank Trust Company Americas will be the trustee with respect to the notes and will act as calculation agent with respect to the floating rate notes. We and our affiliates maintain various commercial and service relationships with the trustee and its affiliates in the ordinary course of business. Deutsche Bank Trust Company Americas has relationships with us as described under the heading Description of Debt Securities Regarding the Trustee in the accompanying prospectus. An affiliate of the trustee is a participant in our $1.5 billion 364-Day Credit Agreement maturing in April 2018 and our $4.0 billion Amended and Restated Five Year Credit Agreement, maturing in April 2022.

Governing Law

The Indenture and the notes for all purposes shall be governed by and construed in accordance with the laws of the State of New York.

UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS

The following discussion summarizes material U.S. federal income tax considerations that may be relevant to you if you invest in the notes. You will be a U.S. holder if you are a beneficial owner of notes that is (i) an individual who is a citizen or resident of the United States for U.S. federal income tax purposes, (ii) a corporation (or other entity taxable as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia, or (iii) any other person that is subject to U.S. federal income tax on a net income basis in respect of an investment in the notes. You will be a non-U.S. holder if you are a beneficial owner of notes who is not a U.S. holder. This discussion applies only to those persons holding notes that: (i) are held as capital assets and (ii) are purchased by those initial investors who purchase notes at the issue price, which will equal the first price at which a substantial amount of the notes is sold for money to the public (not including bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). This discussion does not address considerations that may be relevant to you if you are an investor that is subject to special tax rules, such as a bank, thrift, real estate investment trust, regulated investment company, insurance company, dealer in securities, trader in securities or commodities that elects mark-to-market treatment, person that will hold notes as a position in a straddle, conversion or integrated transaction or who has entered into a constructive sale with respect to a note, tax-exempt organization, partnership or other entity classified as a partnership for U.S. federal income tax purposes or any partner therein, a person who is liable for the alternative minimum tax, nonresident alien individual present in the United States for 183 days or more in a taxable year, U.S. expatriate or a U.S. person whose functional currency is not the U.S. dollar. In addition, this discussion does not describe the application of the Medicare net investment income tax, or any tax consequences arising out of the tax laws of any state, local or foreign jurisdiction, or any possible applicability of U.S. federal gift or estate tax.

This summary is based on the Internal Revenue Code of 1986, as amended, and Treasury Regulations, rulings and judicial decisions now in effect, all of which may change. Any change could apply retroactively and could affect the continued validity of this summary.

You should consult your tax advisor about the tax consequences of purchasing, holding or disposing of notes, including the relevance to your particular situation of the considerations discussed below, as well as the relevance to your particular situation of state, local, foreign or other tax laws.

U.S. Holders

Payments or Accruals of Interest

Payments or accruals of interest on a note will be taxable to you as ordinary income at the time that you actually or constructively receive or accrue such amounts (in accordance with your regular method of tax accounting). While it is anticipated that the notes will be issued with original issue discount (OID), if any, that is less than a *de minimis* amount, if the notes are issued with OID that is equal to or in excess of such *de minimis* amount, a U.S. holder will be required to include the OID in ordinary income during the term of the notes under a constant yield method before the receipt of cash attributable to such income, regardless of the U.S. holder s method of accounting for U.S. federal income tax purposes. The remainder of this discussion assumes that the notes are not issued with OID that is equal to or in excess of such *de minimis* amount.

Purchase, Sale, Redemption and Retirement of Notes

Your tax basis in a note generally will equal the cost of the note to you. When you sell or exchange a note, or if a note that you hold is retired or redeemed, you generally will recognize gain or loss equal to the difference between the amount you realize on the transaction (excluding any accrued interest, which will be subject to tax in the manner described above under Payments or Accruals of Interest) and your tax basis in the note.

The gain or loss that you recognize on the sale, exchange, redemption or retirement of a note generally will be capital gain or loss. The capital gain or loss on the sale, exchange, redemption or retirement of a note will be long-term capital gain or loss if you have held the note for more than one year on the date of disposition. Net long-term capital gain recognized by a non-corporate U.S. holder generally is subject to tax at a lower rate than net short-term capital gain or ordinary income. The ability of U.S. holders to offset capital losses against ordinary income is limited.

Non-U.S. Holders

Payments of Interest

Subject to the discussions below under Information Reporting and Backup Withholding and FATCA, payments of interest on the notes to a non-U.S. holder generally will be exempt from withholding of U.S. federal income tax under the portfolio interest exemption provided that (i) the non-U.S. holder properly certifies as to its foreign status by providing a properly executed Internal Revenue Service (IRS) Form W-8BEN or W-8BEN-E (or appropriate substitute form) to the applicable withholding agent, (ii) the non-U.S. holder does not actually or constructively own 10% or more of the total combined voting power of our stock entitled to vote; and (iii) the non-U.S. holder is not a controlled foreign corporation that is related to us actually or constructively through stock ownership.

Sale, Exchange, Retirement or Other Disposition

Subject to the discussions under Information Reporting and Backup Withholding and FATCA below, a non-U.S. holder generally will not be subject to U.S. federal income tax on any gain realized on the sale, exchange, retirement or other disposition of a note.

Information Reporting and Backup Withholding

Information returns will be filed with the IRS in connection with payments on the notes made to, and the proceeds of dispositions of notes effected by, certain U.S. holders. In addition, certain U.S. holders may be subject to backup withholding in respect of such amounts if they do not provide their taxpayer identification numbers to the person from whom they receive payments. Non-U.S. holders may be required to comply with applicable certification procedures to establish that they are not U.S. holders in order to avoid the application of such information reporting requirements and backup withholding. The amount of any backup withholding from a payment to a U.S. or non-U.S. holder will be allowed as a credit against the holder s U.S. federal income tax liability and may entitle the holder to a refund, provided that the required information is timely furnished to the IRS.

FATCA

Under the U.S. tax rules known as the Foreign Account Tax Compliance Act (FATCA), a holder of notes will generally be subject to 30% U.S. withholding tax on interest payments on the notes (and, starting on January 1, 2019, principal payments on the notes and gross proceeds from the sale or other taxable disposition of the notes) if the holder is not FATCA compliant, or holds its notes through a foreign financial institution that is not FATCA compliant. In order to be treated as FATCA compliant, a holder must provide us or an applicable financial institution certain documentation (usually an IRS Form W-8BEN or W-8BEN-E) containing information about its identity, its FATCA status, and if required, its direct and indirect U.S. owners. If any taxes are required to be deducted or withheld from any payments in respect of the notes as a result of a beneficial owner or intermediary s failure to comply with the foregoing rules, no additional amounts will be paid on the notes as a result of the deduction or withholding of such tax.

Documentation that holders provide in order to be treated as FATCA compliant may be reported to the IRS and other tax authorities, including information about a holder s identity, its FATCA status, and if applicable, its direct and indirect U.S. owners. Prospective investors should consult their own tax advisers about how information reporting and the possible imposition of withholding tax under FATCA may apply to their investment in the notes.

UNDERWRITING (CONFLICTS OF INTEREST)

We are offering the notes described in this prospectus supplement through the underwriters named below, for whom Barclays Capital Inc., Citigroup Global Markets Inc., Goldman Sachs & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as representatives. We have entered into a firm commitment underwriting agreement with the underwriters. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to the underwriters, and each underwriter has severally agreed to purchase, the aggregate principal amount of notes listed next to its name in the following table:

Underwriter	Principal Amount of Floating Rate Notes	Principal Amount of Fixed Rate Notes
Barclays Capital Inc.	$ 90,000,000	$ 150,000,000
Citigroup Global Markets Inc.	90,000,000	150,000,000
Goldman Sachs & Co. LLC	90,000,000	