

FRADIN ROGER
Form 4
July 31, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
FRADIN ROGER

2. Issuer Name and Ticker or Trading Symbol
HONEYWELL INTERNATIONAL INC [HON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 COLUMBIA ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/27/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & CEO, ACS

MORRISTOWN, NJ 07960

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	07/27/2012		M	V	75,000	A	\$ 23.93	224,483	D	
Common Stock	07/27/2012		S		51,100	D	\$ 59.06 (1)	173,383	D	
Common Stock	07/29/2012		M		17,000	A	\$ 58.71 (2)	190,383	D	
Common Stock	07/29/2012		F		7,832	D	\$ 58.71	182,551	D	
								3,053.93	I	

Common Stock

Held in 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Stock Option (right to buy)	\$ 23.93	07/27/2012		M	75,000	02/07/2006	02/06/2013 ⁽³⁾	Common Stock
Supplemental Savings Plan Interests	⁽⁴⁾	07/27/2012		A ⁽⁵⁾	31.285	⁽⁵⁾	⁽⁵⁾	Common Stock
Restricted Units	⁽⁴⁾	07/29/2012	07/29/2012	M	17,000	07/29/2012	07/29/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRADIN ROGER 101 COLUMBIA ROAD MORRISTOWN, NJ 07960			President & CEO, ACS	

Signatures

Jacqueline Katzel for Roger Fradin
07/31/2012

^{__}Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.00 to \$59.18, inclusive. The reporting person undertakes to provide to Honeywell International Inc., any security holder of Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 1.
- (1) Represents the average of the average of the high and low share prices of Honeywell stock on July 27, 2012 and July 30, 2012.
75,000 options were granted to the Reporting Person on February 7, 2003 under the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates and, if not exercised, would have expired on February 6, 2013. There have been no prior exercises with respect to this grant. Following the exercise, the Reporting Person remains in compliance with the ownership thresholds under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares sold to cover the exercise price and taxes) for at least one year.
 - (2) Instrument converts to common stock on a one-for-one basis.
 - (3) Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 07/27/2012.
 - (4)
 - (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.