

Madden Anne T

Form 3

October 11, 2017

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Madden Anne T

(Last) (First) (Middle)

115 TABOR ROAD

(Street)

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/06/2017

3. Issuer Name and Ticker or Trading Symbol

HONEYWELL INTERNATIONAL INC [HON]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. VP and General Counsel

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,268

D

A

Common Stock

100

I

Held in 401(k) plan

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	Â <u>(1)</u>	02/28/2022	Common Stock	20,114	\$ 59.53	D	Â
Employee Stock Options (right to buy)	Â <u>(1)</u>	02/26/2023	Common Stock	20,114	\$ 69.38	D	Â
Employee Stock Options (right to buy)	Â <u>(2)</u>	02/26/2024	Common Stock	20,114	\$ 93.44	D	Â
Employee Stock Options (right to buy)	Â <u>(3)</u>	02/25/2025	Common Stock	25,143	\$ 103.31	D	Â
Employee Stock Options (right to buy)	Â <u>(4)</u>	02/24/2026	Common Stock	27,657	\$ 103.07	D	Â
Employee Stock Options (right to buy)	Â <u>(5)</u>	02/27/2027	Common Stock	27,000	\$ 124.99	D	Â
Restricted Stock Units	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	10,058	\$ <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock	4,194	\$ <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(9)</u>	Â <u>(10)</u>	Common Stock	4,617	\$ <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock	8,046	\$ <u>(7)</u>	D	Â
Restricted Stock Units	Â <u>(11)</u>	Â <u>(12)</u>	Common Stock	3,860	\$ <u>(7)</u>	D	Â
Deferred Stock Units (Phantom Stock)	Â <u>(12)</u>	Â <u>(12)</u>	Common Stock	2,766	\$ <u>(7)</u>	D	Â
Deferred Stock Units (Phantom Stock)	Â <u>(13)</u>	Â <u>(13)</u>	Common Stock	2,766	\$ <u>(7)</u>	D	Â
Deferred Stock Units (Phantom Stock)	Â <u>(14)</u>	Â <u>(14)</u>	Common Stock	5,643	\$ <u>(7)</u>	D	Â
Deferred Stock Units (Phantom Stock)	Â <u>(14)</u>	Â <u>(14)</u>	Common Stock	5,643	\$ <u>(7)</u>	D	Â
Deferred Stock Units (Phantom Stock)	Â <u>(14)</u>	Â <u>(14)</u>	Common Stock	2,880	\$ <u>(7)</u>	D	Â
Deferred Stock Units (Phantom Stock)	Â <u>(14)</u>	Â <u>(14)</u>	Common Stock	5,814	\$ <u>(7)</u>	D	Â
Deferred Stock Units (Phantom Stock)	Â <u>(14)</u>	Â <u>(14)</u>	Common Stock	3,009	\$ <u>(7)</u>	D	Â
Deferred Stock Units (Phantom Stock)	Â <u>(15)</u>	Â <u>(15)</u>	Common Stock	3,232	\$ <u>(7)</u>	D	Â

Supplemental Savings Plan Interests	Â (16)	Â (16)	Common Stock	4,197	\$ (16)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Madden Anne T 115 TABOR ROAD MORRIS PLAINS,Â NJÂ 07950	Â	Â	Â Sr. VP and General Counsel	Â

Signatures

Jacqueline Katzel for Anne T.
Madden

10/11/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Employee Stock Options were granted under the 2011 Stock Incentive Plan and are fully vested.
 - (2) The Employee Stock Options were granted under the 2011 Stock Incentive Plan with 15,085 options fully vested with 5,029 options vesting on February 27, 2018.
 - (3) The Employee Stock Options were granted under the 2011 Stock Incentive Plan with 12,571 options fully vested and 6,286 options vesting on each of February 26, 2018 and February 26, 2019.
 - (4) The Employee Stock Options were granted under the 2011 Stock Incentive Plan with 6,914 options fully vested and 6,914 vesting on February 25, 2018; 6,915 options vesting on February 25, 2019 and 6,914 vesting on February 25, 2020.
 - (5) The Employee Stock Options were granted under the 2016 Stock Incentive Plan with 6,750 options vesting on each of February 28, 2018, February 28, 2019, February 28, 2020 and February 28, 2021.
 - (6) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with 6,739 units fully vested with 3,319 units vesting on July 26, 2018 and 3,420 units vesting on July 26, 2020.
 - (7) Instrument converts to common stock on a one-for-one basis.
 - (8) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with all units vesting on February 26, 2018.
 - (9) The Restricted Stock Units were granted under the 2011 Stock Incentive Plan with all units vesting on February 25, 2019.
 - (10) The Restricted Stock Units were granted under the 2016 Stock Incentive Plan with 2,655 units vesting on July 29, 2019; 2,655 units vesting on July 29, 2021 and 2,736 units vesting on July 29, 2023.
 - (11) The Restricted Stock Units were granted under the 2016 Stock Incentive Plan with all units vesting on February 28, 2020.
 - (12) The Deferred Stock Units were granted under the 1993 Stock Incentive Plan and will settle upon termination or retirement.
 - (13) The Deferred Stock Units were granted under the 2003 Stock Incentive Plan and will settle upon termination or retirement.
 - (14) The Deferred Stock Units were granted under the 2006 Stock Incentive Plan and will settle upon termination or retirement.
 - (15) The Deferred Stock Units were granted under the 2016 Stock Incentive Plan and will settle upon termination or retirement.
 - (16) Instrument converts to common stock on a one-for-one basis and reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under rule 16b-3 on October 6, 2017.

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.