

HONEYWELL INTERNATIONAL INC  
Form 8-K  
February 17, 2011

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**Form 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT – February 17, 2011

(Date of earliest event reported)

**honeywell international inc.**

(Exact name of Registrant as specified in its Charter)

DELAWARE

1-8974

22-2640650

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY 07962-2497  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (973) 455-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 9.01 Financial Statements and Exhibits**

A copy of the opinion of the Assistant General Counsel, Corporate Finance, of Honeywell International Inc. (the “Company”) relating to the legality of the issuance and sale of the Company’s \$800 million 4.250% Senior Notes due 2021 and the \$600 million 5.375% Senior Notes due 2041 is attached as Exhibit 5.1 hereto.

**(d) Exhibits**

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| Exhibit 5.1        | Opinion of Assistant General Counsel, Corporate Finance, of Honeywell International Inc.                                   |
| Exhibit 23.1       | Consent of Assistant General Counsel, Corporate Finance, of Honeywell International Inc. (included in Exhibit 5.1 hereto). |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 17, 2011 HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins  
Thomas F. Larkins

Vice President, Corporate Secretary and

Deputy General Counsel

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