

GILLETTE ROBERT J
Form 4
August 23, 2007

FORM 4

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

OMB APPROVAL

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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 *
GILLETTE ROBERT J

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)
08/22/2007

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

MORRISTOWN, NJ 07962

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 08/22/2007 | | M | | 4,200 | A | \$ 36.47 4,200 | D |
| Common Stock | 08/22/2007 | | M | | 12,000 | A | \$ 41.41 16,200 | D |
| Common Stock | 08/22/2007 | | M | | 125,000 | A | \$ 36.27 141,200 | D |
| Common Stock | 08/22/2007 | | M | | 100,000 | A | \$ 23.93 241,200 | D |
| Common Stock | 08/22/2007 | | M | | 125,000 | A | \$ 35.65 366,200 | D |

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| | | | | | | | | |
|--------------|------------|---|---------|---|----------------------------|-----------|---|---------------------|
| Common Stock | 08/22/2007 | M | 105,000 | A | \$ 36.51 | 471,200 | D | |
| Common Stock | 08/22/2007 | M | 70,000 | A | \$ 42.32 | 541,200 | D | |
| Common Stock | 08/22/2007 | F | 436,000 | D | \$ <u>55.615</u> (1) | 105,200 | D | |
| Common Stock | | | | | | 4,590.378 | I | 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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SEC 1474
(9-02)

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 Amount of Underlying Security (Instr. 3 and 4) | Am Nur Sha | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Options | \$ 36.47 | 08/22/2007 | | M | 4,200 | (2) | 01/22/2008 | Common Stock | 4 |
| Non-Qualified Options | \$ 41.41 | 08/22/2007 | | M | 12,000 | (3) | 02/04/2009 | Common Stock | 12 |
| Non-Qualified Options | \$ 36.27 | 08/22/2007 | | M | 125,000 | (4) | 07/15/2011 | Common Stock | 12 |
| Non-Qualified Options | \$ 23.93 | 08/22/2007 | | M | 100,000 | (5) | 02/06/2013 | Common Stock | 10 |
| Non-Qualified Options | \$ 35.65 | 08/22/2007 | | M | 125,000 | (6) | 02/05/2014 | Common Stock | 12 |
| Non-Qualified Options | \$ 36.51 | 08/22/2007 | | M | 105,000 | (7) | 02/01/2015 | Common Stock | 10 |
| Non-Qualified Options | \$ 42.32 | 08/22/2007 | | M | 70,000 | (8) | 02/16/2016 | Common Stock | 70 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GILLETTE ROBERT J 101 COLUMBIA ROAD MORRISTOWN, NJ 07962 | | | President & CEO, Aerospace | |

Signatures

Jacqueline Whorms for Robert J.
Gillette

08/23/2007

__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).

- (1) Reflects average price with a range between \$55.23 and \$55.89.
- (2) Options vested in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 1999.
- (3) Options vested in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2000.
- (4) Options vested in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2002.
- (5) Options vested in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2004.
- (6) Options vested in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2005.
- (7) Options vest in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2006.
- (8) Options vest in three annual installments at the rate of 40%, 30% and 30% with the first installment vesting on January 1, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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