Edgar Filing: FRADIN ROGER - Form 4

FRADIN R	OGER										
Form 4 November 2	25, 2008										
FORM	ЛЛ								PPROVAL		
	UNITED	STATES		RITIES A shington	N OMB Number:	3235-0287					
Check this if no longer subject to Section 16. Form 4 or	ger STATEN 16.	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligation may corn See Insta 1(b).	ons Section 17(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 <u>*</u> 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			3. Date of Earliest Transaction (Month/Day/Year) 11/21/2008				Director 10% Owner X Officer (give title Other (specify below) below) President & CEO, ACS				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MORRIST	OWN, NJ 07960						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deem nth/Day/Year) Execution any (Month/D		Date, if TransactionAcquired (A) or Code Disposed of (D) y/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	Person inform require	ns who res lation cont ed to respo	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) o Disposed of (D (Instr. 3, 4, and 5)		f (D))				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Supplemental Savings Plan Interests	<u>(1)</u>	11/21/2008		A <u>(2)</u>		120.325		(2)	(2)	Common Stock	120.32

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 Whorms FOR Roge Fradin	r	11/25/20	008					

**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) Instrument converts to common stock on a one-for-one basis.
- (2) Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 11/21/2008.

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.