## Edgar Filing: Adams Katherine L. - Form 4

Adams Katherine	e L.											
Form 4												
December 21, 20	09											
FORM 4			GEGU						PPROVAL			
	UNITED	STATES		RITIES A			COMMISSION	OMB Number:	3235-0287 January 31,			
Check this box if no longer subject to Section 16. Form 4 or	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligations may continue. <i>See</i> Instructior 1(b).	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 Respo	nses)											
1. Name and Address of Reporting Person <u>*</u> Adams Katherine L.			2. Issuer Name <b>and</b> Ticker or Trading Symbol HONEYWELL INTERNATIONAL INC [HON]			<ul><li>5. Relationship of Reporting Person(s) to Issuer</li><li>(Check all applicable)</li></ul>						
(Last)	(First) (	Middle)	3. Date o	f Earliest T	ransaction		Director	109	% Owner			
101 COLUMBIA ROAD			(Month/Day/Year) 12/18/2009			XOfficer (give titleOther (specify below) below) SVP and General Counsel						
(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						
MORRISTOWN	I, NJ 07960						Form filed by Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned			
	ansaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		c 1 1	c									
Reminder: Report or	a separate line	e tor each cla	ass of sect	urities benef	Perso inform requir	ns who res ation cont ed to respo ys a curre	or indirectly. spond to the colle- ained in this form ond unless the for ntly valid OMB co	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)

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(Instr. 3) Price of Derivative Security		(Month/Day/Year)		(Instr.	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		d of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Supplemental Savings Plan Interests	<u>(1)</u>	12/18/2009		A <u>(2)</u>		21.613		(2)	(2)	Common Stock	21.613

## **Reporting Owners**

Reporting Owner Name / Address			Relationships			
1	Director	10% Owner	Officer	Other		
Adams Katherine L. 101 COLUMBIA ROAD MORRISTOWN, NJ 07960			SVP and General Counsel			
Signatures						

Jacqueline Whorms FOR Katherine L. Adams

\*\*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).

12/21/2009

- (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 12/18/2009.

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.