

HONEYWELL INTERNATIONAL INC
Form SC 13D/A
September 26, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 2 to
Statement on
SCHEDULE 13D
Under the Securities Exchange Act of 1934

CYLINK CORPORATION
(Name of Subject Company)

Common Stock, \$.01 par value
(Title of Class of Securities)

232565 10 1

(CUSIP Number of Class of Securities)

Peter M. Kreindler, Esq.
Senior Vice President and General Counsel
Honeywell International Inc.
101 Columbia Road
Morris Township, New Jersey 07962
Telephone: (973) 455-2000
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

September 17, 2001
Date of Event which Requires Filing of This Statement

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SCHEDULE 13D

CUSIP No. 232565 10 1

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON

Pittway Corporation

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IRS Identification No.: 13-5616408

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [X]
		(b) []
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	
	WC	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[]
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
7.	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING	0
8.	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER	0
9.	SOLE DISPOSITIVE POWER	0
10.	SHARED DISPOSITIVE POWER	0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%	
14.	TYPE OF REPORTING PERSON	
	CO	

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CUSIP No. 232565 10 1

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON

Honeywell International Inc.
IRS No.: 22-2640650

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
WITH SOLE VOTING POWER 0

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
WITH SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER 0

10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
[]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

14. TYPE OF REPORTING PERSON
CO

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On February 23, 1996, Pittway Corporation ("Pittway") filed a statement on Schedule 13D reporting beneficial ownership of shares of Common Stock, \$.01 par value (the "Common Stock"), of Cylink Corporation ("Cylink"). Pursuant to a tender offer and a subsequent merger between Pittway and a wholly owned subsidiary of Honeywell International Inc. ("Honeywell"), which was consummated on February 14, 2000, Pittway became a direct wholly owned subsidiary of Honeywell. On June 26, 2001, Pittway and Honeywell filed an amendment to the Schedule 13D to report a change in investment intent. The Schedule 13D as amended is hereby amended as set forth below to reflect the disposition of Cylink common stock by Pittway in a private transaction.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended to add the following:

On September 17, 2001, Pittway sold all 8,606,085 shares of Cylink Common Stock that it held in a privately negotiated transaction. Thereafter, neither Pittway nor Honeywell beneficially owns any Cylink Common Stock. The shares were sold to Topspin Partners, L.P. and Topspin Associates, L.P. at a price of \$.35 per share, of which \$.30 per share was paid in cash and \$.05 per share was paid in the form of a two-year note, the payment of which is subject to certain contingencies. The transaction was effected by physical delivery of the Cylink Common Stock certificate to the purchasers.

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 25, 2001

HONEYWELL INTERNATIONAL INC.

BY: /s/ Richard F. Wallman

Name: Richard F. Wallman

Title: Senior Vice President
and Chief Financial Officer

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PITTWAY CORPORATION

BY: /s/ James V. Gelly

Name: James V. Gelly

Title: Vice President and Treasurer