

Adams Katherine L.
Form 3
April 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Adams Katherine L. | | (Month/Day/Year) | HONEYWELL INTERNATIONAL INC [HON] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/27/2009 | | |
| 101 COLUMBIA ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP and General Counsel | |
| MORRISTOWN,Â NJÂ 07960 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0 | D | Â |
| Common Stock | 1,102.729 | I | Held in 401(k) plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: Adams Katherine L. - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Options (right to buy) | Â (1) | 03/03/2013 | Common Stock | 15,500 | \$ 23.14 | D | Â |
| Employee Stock Options (right to buy) | Â (2) | 02/05/2014 | Common Stock | 25,000 | \$ 35.65 | D | Â |
| Employee Stock Options (right to buy) | Â (2) | 02/01/2015 | Common Stock | 27,500 | \$ 36.51 | D | Â |
| Employee Stock Options (right to buy) | Â (2) | 02/16/2016 | Common Stock | 30,000 | \$ 42.32 | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 02/25/2017 | Common Stock | 16,000 | \$ 47.38 | D | Â |
| Employee Stock Options (right to buy) | Â (4) | 02/25/2018 | Common Stock | 16,000 | \$ 58.48 | D | Â |
| Employee Stock Options (right to buy) | Â (5) | 02/23/2019 | Common Stock | 140,000 | \$ 28.35 | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 6,800 | \$ 0 (7) | D | Â |
| Restricted Stock Units | Â (8) | Â (8) | Common Stock | 17,000 | \$ 0 (7) | D | Â |
| Restricted Stock Units | Â (9) | Â (9) | Common Stock | 3,200 | \$ 0 (7) | D | Â |
| Restricted Stock Units | Â (10) | Â (10) | Common Stock | 3,200 | \$ 0 (7) | D | Â |
| Restricted Stock Units | Â (11) | Â (11) | Common Stock | 20,000 | \$ 0 (7) | D | Â |
| Supplemental Savings Plan Interests | Â (12) | Â (12) | Common Stock | 821.752 | \$ (12) | D | Â |

Reporting Owners

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

Signatures

Jacqueline Whorms for Katherine L. Adams
04/30/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Employee Stock Options were granted under the Corporation's 1993 Stock Plan and are fully vested.
- (2) The Employee Stock Options were granted under the Corporation's 2003 Stock Incentive Plan and are fully vested.
- (3) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 8,000 options fully vested and 4,000 options that will vest on each of February 26, 2010 and February 26, 2011.
- (4) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan with 4,000 options fully vested and 4,000 options that will vest on each of February 26, 2010, February 26, 2011 and February 26, 2012.
- (5) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan and vest in four equal annual installments with the first installment vesting on February 24, 2010.
- (6) The Restricted Stock Units were granted under the Corporation's 2003 Stock Incentive Plan with 6,800 units vesting on July 17, 2010.
- (7) Instrument converts to common stock on a one-for one basis.
- (8) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with 5,610 units vesting on each of July 28, 2009 and July 28, 2011 and 5,780 units vesting on June 28, 2013.
- (9) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2010.
- (10) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2011.
- (11) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 24, 2012.
- (12) Instrument converts to common stock on a one-for-one basis and reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under rule 16b-3 on April 27, 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.