

HONEYWELL INTERNATIONAL INC
 Form 3
 July 28, 2016

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

OMB APPROVAL

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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 Hahn Terrence | | (Month/Day/Year) | HONEYWELL INTERNATIONAL INC [HON] | |
| (Last) | (First) | (Middle) | 07/22/2016 | |
| 115 TABOR ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MORRIS PLAINS,Â NJÂ 07950 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President and CEO, HBT | |

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 | 13,399 | D | Â |
| Common Stock | 3,746 | 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)

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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) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|

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| | 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 <u>(1)</u> | 02/25/2018 | Common Stock | 7,500 | \$ 58.48 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(1)</u> | 02/23/2019 | Common Stock | 4,375 | \$ 28.35 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(1)</u> | 02/25/2020 | Common Stock | 6,500 | \$ 40.17 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(1)</u> | 02/24/2021 | Common Stock | 17,000 | \$ 57.05 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(1)</u> | 02/28/2022 | Common Stock | 12,000 | \$ 59.87 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(2)</u> | 02/26/2023 | Common Stock | 13,000 | \$ 69.77 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(3)</u> | 04/08/2023 | Common Stock | 37,000 | \$ 73.45 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(4)</u> | 02/26/2024 | Common Stock | 50,000 | \$ 93.97 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(5)</u> | 02/25/2025 | Common Stock | 60,000 | \$ 103.9 | D | Â |
| Employee Stock Options (right to buy) | Â <u>(6)</u> | 02/24/2026 | Common Stock | 70,000 | \$ 103.65 | D | Â |
| Restricted Stock Units | Â <u>(7)</u> | Â <u>(7)</u> | Common Stock | 2,210 | \$ <u>(8)</u> | D | Â |
| Restricted Stock Units | Â <u>(9)</u> | Â <u>(9)</u> | Common Stock | 680 | \$ <u>(8)</u> | D | Â |
| Restricted Stock Units | Â <u>(10)</u> | Â <u>(10)</u> | Common Stock | 12,000 | \$ <u>(8)</u> | D | Â |
| Supplemental Savings Plan Interests | Â <u>(11)</u> | Â <u>(11)</u> | Common Stock | 1,242 | \$ <u>(11)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hahn Terrence 115 TABOR ROAD MORRIS PLAINS, NJ 07950 | Â | Â | Â President and CEO, HBT | Â |

Signatures

Jeffrey N. Neuman for Terrence Hahn
07/28/2016

**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 2006 Stock Incentive Plan and are fully vested.
- (2) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 9,750 options fully vested and 3,250 options vesting on February 27, 2017.
- (3) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 27,750 options fully vested and 9,250 options vesting on April 9, 2017.
- (4) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 25,000 options fully vested and 12,500 options vesting on each of February 27, 2017 and February 27, 2018.
- (5) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 15,000 options fully vested and 15,000 options vesting on each of February 26, 2017, February 26, 2018 and February 26, 2019.
- (6) The Employee Stock Options were granted under the Corporation's 2011 Stock Incentive Plan with 17,500 options vesting on each of February 25, 2017, February 25, 2018, February 25, 2019 and February 25, 2020.
- (7) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2017.
- (8) Instrument converts to common stock on a one-for-one basis.
- (9) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with all units vesting on each of July 30, 2017.
- (10) The Restricted Stock Units were granted under the Corporation's 2011 Stock Incentive Plan with 3,960 units vesting on each of July 25, 2017 and July 25, 2019 and 4,080 units vesting on July 25, 2021.
- (11) 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 July 22, 2016.

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.