

HONEYWELL INTERNATIONAL INC
 Form 4
 May 24, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Mak Jennifer H

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)
 115 TABOR ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President and Controller

MORRIS PLAINS, NJ 07950

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 05/23/2017 | | M ⁽¹⁾ | | 2,262 | A \$ 69.38 | 3,141 D |
| Common Stock | 05/23/2017 | | M ⁽¹⁾ | | 4,148 | A \$ 93.44 | 7,289 D |
| Common Stock | 05/23/2017 | | S | | 5,510 | D \$ 131.88 | 1,779 D |
| Common Stock | | | | | | | 228 I |
| | | | | | | | Held in 401(k) plan |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 69.38 | 05/23/2017 | | M | 2,262 (3) | 02/27/2016 ⁽⁴⁾ 02/26/2023 | Common Stock | 2,262 (3) |
| Stock Option (right to buy) | \$ 93.44 | 05/23/2017 | | M | 4,148 (3) | 02/27/2017 ⁽⁵⁾ 02/26/2024 | Common Stock | 4,148 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mak Jennifer H 115 TABOR ROAD MORRIS PLAINS, NJ 07950 | | | Vice President and Controller | |

Signatures

Jacqueline Katzel for Jennifer H. Mak 05/24/2017

__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)

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This represents the exercise of options granted to the Reported Person. Following the exercise, the Reporting Person remains in compliance with the ownership threshold under the Stock Ownership Guidelines of the Company and is required under the Guidelines to hold the net gain shares (net of shares sold to cover the exercise price and taxes) for at least one year.

- (2) The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.88 to \$131.90, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of Honeywell International Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) All options and restricted stock units held by the Reporting Person have been adjusted to increase the number of shares and, in the case of the options, reduce the exercise price, in a manner subject to the adjustment provisions of the AdvanSix Inc. spin-off from Honeywell which occurred on October 1, 2016.

- (4) The Employee Stock Options were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vesting in four equal annual installments, with the first installment vesting on February 27, 2014.

- (5) The Employee Stock Options were granted under the 2011 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vesting in four equal annual installments, with the first installment vesting on February 27, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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