

HONEYWELL INTERNATIONAL INC

Form FWP

February 16, 2016

Filed Pursuant to Rule 433

Registration Statement No. 333-208501

February 15, 2016

**Honeywell International Inc.**

Pricing Term Sheet

2.250% Senior Notes due 2028

Issuer:	Honeywell International Inc.
Trade Date:	February 15, 2016
Original Issue/Settlement Date:**	February 22, 2016 (T+5)
Security Type:	Senior Unsecured
Offering Format:	SEC Registered
Principal Amount:	€750,000,000
Coupon:	2.250%
Stated Maturity Date:	February 22, 2028
Issue Price:	99.958%
Yield to Maturity:	2.254%
Benchmark Bund:	DBR 0.500% due February 15, 2026
Benchmark Bund Price and Yield:	102.633%; 0.233%
Spread to Benchmark Bund:	+ 202.1 bps
Mid-Swap Yield:	0.774%
Spread to Mid-Swap Yield:	+ 148 bps
Interest Payment Dates:	February 22 of each year, commencing February 22, 2017
CUSIP/ISIN/Common Code:	438516 BH8 / XS1366026919 / 136602691
Make-Whole Call:	+ 30 bps
Expected Ratings:*	A2/A/A
Denominations:	€100,000 and integral multiples of €1,000 in excess thereof
Day Count Convention:	Actual / Actual (ICMA)
Listing:	Application will be made to list the notes on the New York Stock Exchange
Stabilization:	Stabilization/FCA Barclays Bank PLC

Joint Book-Running Managers: Citigroup Global Markets Limited  
Goldman, Sachs & Co.

Senior Co-Managers: Merrill Lynch International  
Mizuho International Plc

Morgan Stanley & Co. International plc

Société Générale

Wells Fargo Securities International Limited  
Banco Bilbao Vizcaya Argentaria, S.A.

BNP Paribas

HSBC Securities (USA) Inc.

ICBC Standard Bank Plc

J.P. Morgan Securities plc

Co-Managers:

RBC Europe Limited

The Royal Bank of Scotland plc

SMBC Nikko Capital Markets Limited  
Standard Chartered Bank

TD Securities (USA) LLC

U.S. Bancorp Investments, Inc.

The Williams Capital Group, L.P.

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**\*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

**\*\*We expect that delivery of the notes will be made to investors on or about February 22, 2016, which will be the fifth business day following the date of this final term sheet (such settlement being referred to as "T+5"). Under Rule 15c6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of the prospectus supplement or the next succeeding business day will be required, by virtue of the fact that the notes initially settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes on the date of the prospectus supplement or the next succeeding business day should consult their advisors.**

**The issuer has filed a registration statement (including a prospectus and the accompanying prospectus supplement) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus and the accompanying prospectus supplement in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the accompanying prospectus supplement if you request it by calling Barclays Bank PLC at (888) 603-5847 (toll free), Citigroup Global Markets Limited at (800) 831-9146 (toll free), Goldman, Sachs & Co. at (866) 471-2526 (toll free) or Merrill Lynch International at (800) 294-1322 (toll free).**

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