

COTE DAVID M
Form 4
January 13, 2011

FORM 4

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

OMB APPROVAL

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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 *
COTE DAVID M

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)
101 COLUMBIA ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman & CEO

MORRISTOWN, NJ 07962

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 Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		
					Price		
Common Stock	01/11/2011		M		261,782 (1)	A	(1)
Common Stock					35,447.866	I	Held in 401(k) plan

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

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(9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares ⁽¹⁾	<u>(1)</u>	01/11/2011		M	125,000 <u>(1)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COTE DAVID M 101 COLUMBIA ROAD MORRISTOWN, NJ 07962			Chairman & CEO	

Signatures

Jacqueline Katzel for David M. Cote
 01/13/2011
**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).
 In February 2007, Mr. Cote received an award of 125,000 performance shares convertible into between 0 and 250,000 shares of Honeywell common stock, plus dividend equivalents in the form of additional shares of Honeywell common stock calculated by dividing the sum of cash dividends on the earned performance shares for the four-year performance period by the average Honeywell closing stock price for the 30 trading days preceding December 31, 2010. The number of performance shares earned is based on Honeywell's achievement of an 83% total shareowner return ranking against the S&P 100 comparator group over the four-year performance period. Fifty percent of the earned performance shares will be paid out in March 2011 with the 50% balance to be paid in March 2012, in both cases subject to Mr. Cote's continued employment through the scheduled payout dates.
- (2) Reflects a transfer of 17,558 shares on September 22, 2010 exempt from reporting pursuant to Rule 16a-12 of the Securities Exchange Act of 1934.

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.