

HONEYWELL INTERNATIONAL INC
 Form 4
 February 17, 2016

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)
 115 TABOR ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2016

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

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/16/2016 | | S | V | Amount: 327,483 Price: \$ 104.81 (1) | D | |
| Common Stock | 02/16/2016 | | S | D | Amount: 17,453 Price: \$ 105.57 (2) | D | |
| Common Stock | | | | | 247,452.6 (3) | I | Held in a grantor retained annuity trust |

| | | | |
|--------------|--------|---|-----------------------|
| Common Stock | 76,802 | I | Held in a trust |
| Common Stock | 23,989 | I | Held in a 401(k) plan |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| COTE DAVID M 115 TABOR ROAD MORRIS PLAINS, NJ 07950 | X | | Chairman & CEO | |

Signatures

Jacqueline Katzel for David M. Cote
Date: 02/18/2016

**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) The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.47 to \$105.46, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of

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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.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.48 to \$105.67, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of

- (2) 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) Reflects a previous annuity payment of 141,381 shares from a grantor retained annuity trust to Mr. Cote which was exempt from reporting pursuant to Rule 16a-13.

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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