



Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01 Entry into a Material Definitive Agreement

On January 27, 2011, Honeywell International Inc. (“Honeywell”) entered into a Stock and Asset Purchase Agreement (the “Agreement”) with Rank Group Limited, a New Zealand company (“Rank Group”), and Autoparts Holding Company, a New Zealand company and a wholly-owned subsidiary of the Rank Group (“Purchaser”), pursuant to which Honeywell will sell its Consumer Products Group consumer automotive aftermarket business to Purchaser for approximately \$950 million (the “Transaction”).

The Agreement contains customary representations, warranties, covenants, indemnifications and closing conditions, including the receipt of regulatory approvals. There is no financing condition regarding Purchaser’s obligations under the Agreement.

The foregoing description of the Agreement is qualified in its entirety by reference to the text of the Agreement, which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

On January 28, 2011, Honeywell issued a press release regarding this transaction, a copy of which is attached as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u>   |
|--------------------|--|
| 10.1               | Stock and Asset Purchase Agreement, dated January 27, 2011, by and among Honeywell, Purchaser and the Rank Group |
| 99.1               | Press release, dated January 28, 2011, issued by Honeywell announcing the Transaction                            |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 31, 2011

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins

Thomas F. Larkins

Vice President, Corporate Secretary and

Deputy General Counsel

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