

FRADIN ROGER
Form 4
July 31, 2012

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 *
FRADIN ROGER

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)
07/27/2012

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

MORRISTOWN, NJ 07960

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	07/27/2012		M	V	75,000	A	\$ 23.93	224,483	D	
Common Stock	07/27/2012		S		51,100	D	\$ 59.06 (1)	173,383	D	
Common Stock	07/29/2012		M		17,000	A	\$ 58.71 (2)	190,383	D	
Common Stock	07/29/2012		F		7,832	D	\$ 58.71	182,551	D	
								3,053.93	I	

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.00 to \$59.18, 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 1.
- (1) Represents the average of the average of the high and low share prices of Honeywell stock on July 27, 2012 and July 30, 2012.
75,000 options were granted to the Reporting Person on February 7, 2003 under the 1993 Stock Plan for Employees of Honeywell International Inc. and its Affiliates and, if not exercised, would have expired on February 6, 2013. There have been no prior exercises with respect to this grant. Following the exercise, the Reporting Person remains in compliance with the ownership thresholds 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) Instrument converts to common stock on a one-for-one basis.
 - (3) Reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 07/27/2012.
 - (4)
 - (5)

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.