

Adamczyk Darius  
Form 4  
February 28, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Adamczyk Darius

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)  
02/26/2019

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

MORRIS PLAINS, NJ 07950

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)             | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code             | V | (A)     | (D) | Date Exercisable | Expiration Date | Title        | Amount Number Shares |
|------------------------|------------------------------|------------------|------------|--|------------------|---|---------|-----|------------------|-----------------|--------------|----------------------|
| Employee Stock Options | \$ 154.22                    | 02/26/2019       |            |  | A <sup>(1)</sup> |   | 215,300 |     | <u>(1)</u>       | 02/25/2029      | Common Stock | 215,300              |
| Restricted Stock Units | <u>(2)</u>                   | 02/26/2019       |            |  | A                |   | 12,800  |     | <u>(3)</u>       | <u>(3)</u>      | Common Stock | 12,800               |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Adamczyk Darius<br>115 TABOR ROAD<br>MORRIS PLAINS, NJ 07950 | X             |           | Chairman and CEO |       |

## Signatures

Su Ping Lu for Darius Adamczyk  
02/28/2019

    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 Employee Stock Options were granted under the 2016 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vest in four equal annual installments, with the first installment vesting on 2/26/2020.
- (2) Instrument converts to common stock on a one-for-one basis.
- (3) The Restricted Stock Units were granted under the 2016 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and will vest in three equal installments on each of February 26, 2021, February 26, 2023 and February 26, 2025.

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.