

HONEYWELL INTERNATIONAL INC
Form DEFA14A
March 08, 2012

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

**SCHEDULE 14A
(Rule 14a-101)**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Honeywell International Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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Fee previously paid with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.

3) Filing Party:

4) Date Filed:

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

2012 NOTICE AND PROXY STATEMENT REPORT 2011 ANNUAL REPORT

How to View Online:

Have the XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.
information that is printed in the box marked by the arrow

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) *BY* www.proxyvote.com

INTERNET:

2) *BY* 1-800-579-1639

TELEPHONE:

3) *BY* sendmaterial@proxyvote.com

E-MAIL *:

* If requesting materials by e-mail, please XXXX XXXX XXXX (located on the following page) in the send a blank e-mail with the information that is printed in the box marked by the arrow subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 9, 2012 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued at the meeting for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote.

To vote by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow XXXX

To vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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Voting Items

1. Election of Directors:

The Board of Directors recommends a vote *FOR* Nominees (A) through (J).

- A. Gordon M. Bethune
- B. Kevin Burke
- C. Jaime Chico Pardo
- D. David M. Cote
- E. D. Scott Davis
- F. Linnet F. Deily
- G. Judd Gregg
- H. Clive R. Hollick
- I. George Paz
- J. Bradley T. Sheares

The Board of Directors recommends a vote *FOR* Proposals (2) and (3).

- 2. Approval of Independent Accountants.
- 3. Advisory Vote To Approve Executive Compensation.

The Board of Directors recommends a vote *AGAINST* Proposals (4) and (5).

- 4. Independent Board Chairman.
- 5. Political Contributions.

IMPORTANT - PLEASE READ - THIS IS NOT A BALLOT

You cannot use this notice to vote these shares. This is an overview only of the proxy materials.
The materials you should review before you cast your vote are now available.

We encourage you to access and review all of the important information contained in the proxy materials before voting.



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