

HONEYWELL INTERNATIONAL INC
 Form 3
 April 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kramvis Andreas | | (Month/Day/Year) | HONEYWELL INTERNATIONAL INC [HON] | |
| (Last) | (First) | (Middle) | 03/31/2008 | |
| 101 COLUMBIA ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MORRISTOWN,Â NJÂ 07960 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President & CEO, SM | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 8,079 | D | Â |
| Common Stock | 1,552.711 | I | Held in 401(k) plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Options (right to buy) | Â (1) | 03/23/2010 | Common Stock | 10,000 | \$ 47.85 | D | Â |
| Employee Stock Options (right to buy) | Â (2) | 07/15/2011 | Common Stock | 45,000 | \$ 36.27 | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 02/05/2014 | Common Stock | 25,000 | \$ 35.65 | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 20,000 | \$ 0 (7) | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 02/01/2015 | Common Stock | 30,000 | \$ 36.51 | D | Â |
| Employee Stock Options (right to buy) | Â (5) | 02/16/2016 | Common Stock | 30,000 | \$ 42.32 | D | Â |
| Employee Stock Options (right to buy) | Â (6) | 02/25/2017 | Common Stock | 16,000 | \$ 47.38 | D | Â |
| Restricted Stock Units | Â (8) | Â (8) | Common Stock | 3,200 | \$ 0 (7) | D | Â |
| Restricted Stock Units | Â (9) | Â (9) | Common Stock | 2,800 | \$ 0 (7) | D | Â |
| Employee Stock Options (right to buy) | Â (10) | 02/25/2018 | Common Stock | 14,000 | \$ 58.48 | D | Â |
| Supplemental Savings Plan Interests | Â (11) | Â (11) | Common Stock | 1,992.979 | \$ (11) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kramvis Andreas 101 COLUMBIA ROAD MORRISTOWN, NJ 07960 | Â | Â | Â President & CEO, SM | Â |

Signatures

Jacqueline Whorms for Andreas
Kramvis

04/01/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) The Employee Stock Options were granted under the Corporation's 1993 Stock Plan and are fully vested; 7,500 options were exercised on June 1, 2007.
- (2) The Employee Stock Options were granted under the Corporation's 1993 Stock Plan and are fully vested; 7,500 options were exercised on each of May 1, 2007 and May 2, 2007.
- (3) The Employee Stock Options were granted under the Corporation's 2003 Stock Incentive Plan and are fully vested.
- (4) The Restricted Stock Units were granted under the Corporation's 2003 Stock Incentive Plan with 6,600 fully vested on June 14, 2007, 6,600 vesting on June 14, 2009 and 6,800 vesting on June 14, 2011.
The Employee Stock Options were granted under the Corporation's 2003 Stock Incentive Plan. The option grant is exercisable in three annual installments of 40%, 30% and 30%, respectively. The first two installments became exercisable on January 1, 2007 and January 1, 2008, respectively. The last installment becomes exercisable on January 1, 2009.
- (5) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan. The option grant is exercisable in four equal annual installments. The first installment became exercisable on February 26, 2008.
- (6) Instrument converts to common stock on a one-for-one basis.
- (7) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2010.
- (8) The Restricted Stock Units were granted under the Corporation's 2006 Stock Incentive Plan with all units vesting on February 26, 2011.
- (9) The Employee Stock Options were granted under the Corporation's 2006 Stock Incentive Plan. The option grant is exercisable in four equal annual installments. The first installment will become exercisable on February 26, 2009.
- (10) Instrument converts to common stock on a one-for-one basis and reflects phantom shares of common stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on March 31, 2008.
- (11)

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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