

HONEYWELL INTERNATIONAL INC  
Form 8-K  
April 22, 2013

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**Form 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT – April 22, 2013

(Date of earliest event reported)

**honeywell international inc.**

(Exact name of Registrant as specified in its Charter)

|   |                                    |  |
|---|------------------------------------|--|
| DELAWARE<br>(State or other jurisdiction<br>of incorporation) | 1-8974<br>(Commission File Number) | 22-2640650<br>(I.R.S. Employer<br>Identification Number) |
|---|------------------------------------|--|

|  |                          |
|--|--------------------------|
| 101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY<br>(Address of principal executive offices) | 07962-2497<br>(Zip Code) |
|--|--------------------------|

Registrant's telephone number, including area code: (973) 455-2000

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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Honeywell International Inc. (the “Company”) held its Annual Meeting of Shareowners on April 22, 2013. The following matters set forth in our Proxy Statement dated March 7, 2013, which was filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, were voted upon with the results indicated below.

1. The nominees listed below were elected directors with the respective votes set forth opposite their names:

|                     | For         | Against    | Broker Non Votes |
|---------------------|-------------|------------|------------------|
| Gordon M. Bethune   | 605,933,813 | 13,202,903 | 77,032,000       |
| Kevin Burke         | 613,845,261 | 5,291,455  | 77,032,000       |
| Jaime Chico Pardo   | 607,108,500 | 12,028,216 | 77,032,000       |
| David M. Cote       | 603,378,252 | 15,758,464 | 77,032,000       |
| D. Scott Davis      | 612,739,555 | 6,397,161  | 77,032,000       |
| Linnet F. Deily     | 573,372,952 | 45,763,764 | 77,032,000       |
| Judd Gregg          | 610,100,733 | 9,035,983  | 77,032,000       |
| Clive Hollick       | 611,312,733 | 7,823,983  | 77,032,000       |
| Grace D. Lieblein   | 610,904,239 | 8,232,477  | 77,032,000       |
| George Paz          | 610,611,173 | 8,525,543  | 77,032,000       |
| Bradley T. Sheares  | 609,812,280 | 9,324,436  | 77,032,000       |
| Robin L. Washington | 612,347,289 | 6,789,427  | 77,032,000       |

2. The shareowners approved the appointment of PricewaterhouseCoopers LLP as independent accountants for 2013.

The voting results are set forth below :

| For         | Against   | Abstain   |
|-------------|-----------|-----------|
| 687,501,524 | 5,995,404 | 2,671,788 |

3. The voting results on a non-binding advisory vote to approve the compensation of the Company’s named executive officers disclosed in the Company’s 2013 proxy statement are set forth below:

| For         | Against    | Abstain   | Broker Non Votes |
|-------------|------------|-----------|------------------|
| 582,949,897 | 28,334,659 | 7,852,160 | 77,032,000       |

4. The shareowners did not approve the proposal regarding independent board chairman. The voting results are set forth below:

| For         | Against     | Abstain   | Broker Non Votes |
|-------------|-------------|-----------|------------------|
| 268,383,258 | 347,405,363 | 3,348,095 | 77,032,000       |

5. The shareowners did not approve the proposal regarding the right to act by written consent. The voting results are set forth below:

| For         | Against     | Abstain   | Broker Non Votes |
|-------------|-------------|-----------|------------------|
| 245,542,235 | 367,535,566 | 6,058,915 | 77,032,000       |

6. The shareowners did not approve the proposal regarding the elimination of accelerated vesting in a change in control. The voting results are set forth below:

| For         | Against     | Abstain   | Broker Non Votes |
|-------------|-------------|-----------|------------------|
| 269,906,282 | 345,221,983 | 4,008,451 | 77,032,000       |

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: April 22, 2013 HONEYWELL INTERNATIONAL INC.

By: /s/ Jeffrey N. Neuman  
Jeffrey N. Neuman  
Vice President, Corporate Secretary and  
Deputy General Counsel