

Mahoney Timothy O.
Form 4
August 04, 2017

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 *
Mahoney Timothy O.

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)
08/02/2017

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/02/2017		M ⁽¹⁾		211,202	A	\$ 56.73
							294,155
Common Stock	08/02/2017		M ⁽¹⁾		211,202	A	\$ 39.952
							505,357
Common Stock	08/02/2017		S		275,700	D	\$ 138.05
							(5)
Common Stock	08/02/2017		S		66,001	D	\$ 138.21
							(6)
							4,686
							I

Common
Stock

Held in
401(k)
plan

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (right to buy)	\$ 56.73	08/02/2017		M	211,202 (2)	02/25/2015 ⁽³⁾ 02/24/2021	Common Stock 211,202 (2)
Stock Option (right to buy)	\$ 39.95	08/02/2017		M	211,202 (2)	02/26/2014 ⁽⁴⁾ 02/25/2020	Common Stock 211,202 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mahoney Timothy O. 115 TABOR ROAD MORRIS PLAINS, NJ 07950			President and CEO, Aerospace	

Signatures

Jacqueline Katzel for Timothy O. Mahoney 08/04/2017

 **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) This represents the exercise of options granted to the Reported Person. Following the exercise, the Reporting Person remains in compliance with the ownership threshold 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) All options and restricted stock units held by the Reporting Person have been adjusted to increase the number of shares and, in the case of the options, reduce the exercise price, in a manner subject to the adjustment provisions of the AdvanSix Inc. spin-off from Honeywell which occurred on October 1, 2016.

(3) The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vested in four equal annual installments, with the first installment vesting on 2/25/2012.

(4) The Employee Stock Options were granted under the 2006 Stock Incentive Plan of Honeywell International Inc. and its Affiliates and vested in four equal annual installments, with the first installment vesting on 2/24/2011.

(5) The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.77 to \$138.34, 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.

(6) The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.09 to \$138.36, 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.

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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