

HONEYWELL INTERNATIONAL INC

Form 4

August 05, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COTE DAVID M

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)  
08/05/2016

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman & 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/05/2016                              |                                                             | M                                    | 700,000                                                                 | A \$ 47.38                                                                                                         | 700,000                                                                 | D                                                                 |
| Common<br>Stock                       | 08/05/2016                              |                                                             | S                                    | 534,505                                                                 | D \$<br>116.15<br>(1)                                                                                              | 165,495                                                                 | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 247,452.6                                                               | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 76,802                                                                  | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | Held in a<br>grantor<br>retained<br>annuity<br>trust              |

|                 |        |   |  |  |  |  |                           |
|-----------------|--------|---|--|--|--|--|---------------------------|
| Common<br>Stock |        |   |  |  |  |  | Held in<br>trust          |
| Common<br>Stock | 24,296 | I |  |  |  |  | Held in<br>401(k)<br>plan |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                           |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|---------------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration Date           | Title           | Amount<br>Number<br>Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 47.38                                                              | 08/05/2016                              |                                                             | M                                       |                                                                                                           | 700,000                                                        |     | <u>(2)</u>                                                          | 02/25/2017 <sup>(3)</sup> | Common<br>Stock | 700,000                    |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                |       |
|-----------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                           | Director      | 10% Owner | Officer        | Other |
| COTE DAVID M<br>115 TABOR ROAD<br>MORRIS PLAINS, NJ 07950 | X             |           | Chairman & CEO |       |

## Signatures

Jeffrey N. Neuman for David  
M. Cote 08/05/2016

\*\*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 price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.90 to \$116.51, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of

## Edgar Filing: HONEYWELL INTERNATIONAL INC - Form 4

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.

- (2) 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 on 2/26/08, 2/26/09, 2/26/10 and 2/26/11.
- (3) These stock options, if not exercised would have expired in approximately seven months from the transaction date.

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.