

Mahoney Timothy O.
Form 4
May 29, 2018

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

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(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)
05/25/2018

____ 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	05/25/2018		M		150,858	A	\$ 59.53
Common Stock	05/25/2018		S		114,489	D	\$ 150.2 (3)
Common Stock							8,496
							I
							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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information contained in this form are not**

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(9-02)

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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)	\$ 59.53	05/25/2018		M	150,858 (1)	02/29/2016(2)	02/28/2022	Common Stock	150,858 (1)

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 05/29/2018

__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).

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 (1) 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.

(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, with the first installment vesting on 2/29/2013.

The price reported in this column is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$150.00 to \$150.58, inclusive. The Reporting Person undertakes to provide to Honeywell International Inc., any security holder of (3) 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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