

Washington Robin L
 Form 4
 April 29, 2019

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 *
 Washington Robin L

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)
 04/25/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

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 | 04/25/2019 | | M | 492 A \$ 169.79 | 5,455 | D | |

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)

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| | | | | | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| 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) | 8. Price of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price |
|------------------|-----|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|--------|
| Restricted Units | (1) | 04/25/2019 | | M | | | 492 | (4) | (4) | Common Stock | 492 (2) (3) | \$ 169 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Washington Robin L 115 TABOR ROAD MORRIS PLAINS, NJ 07950 | X | | | |

Signatures

| | |
|---------------------------------------|------------|
| Su Ping Lu for Robin L. Washington | 04/29/2019 |
| __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) Instrument converts to common stock on a one-for-one basis.
- (2) Includes the reinvestment of dividend equivalents into 29 additional restricted stock units.

(3) 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; the Garrett Motion Inc. spin-off from Honeywell which occurred on October 1, 2018; and the Resideo Technologies, Inc. spin-off from Honeywell which occurred on October 29, 2018.

(4) The Restricted Stock Units were granted under the 2016 Stock Plan for Non-Employee Directors of Honeywell International Inc. with all units vesting on April 25, 2019.

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.