

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**  
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### REPORTING OWNER

#### **WRIGHT MICHAEL W**

CIK: **1012981** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-08974** | Film No.: **06512266**  
SIC: **3822** Auto controls for regulating residential & comml environments

Mailing Address  
*PO BOX 524  
MINNEAPOLIS MN 55440-0524*

Business Address  
*HONEYWELL PLZ  
P O BOX 524  
MINNEAPOLIS MN 55408  
6129511000*

### ISSUER

#### **HONEYWELL INTERNATIONAL INC**

CIK: **773840** | IRS No.: **222640650** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3714** Motor vehicle parts & accessories

Mailing Address  
*101 COLUMBIA RD P O BOX  
4000  
101 COLUMBIA RD P O BOX  
4000  
MORRISTOWN NJ 07962*

Business Address  
*101 COLUMBIA RD  
PO BOX 4000  
MORRISTOWN NJ 07962  
9734552000*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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

1. Name and Address of Reporting Person <b>WRIGHT MICHAEL W</b>			2. Issuer Name and Ticker or Trading Symbol <b>HONEYWELL INTERNATIONAL INC</b> <b>[HON]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/03/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
101 COLUMBIA ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>MORRISTOWN, NJ 07962</b>								
(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			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Deferred Compensation (Phantom Shares)	(1)	01/03/2006		A	(2)	1,610.738		(2)	(2)	Common Stock	1,610.738	\$37.25	8,580.103	D	
Deferred Compensation (Phantom Shares)	(1)	01/03/2006		A		637.583		(2)	(2)	Common Stock	637.583	\$37.25	19,777.47	D	

**Explanation of Responses:**

- Instrument converts to common stock on a one-for-one basis.
- Phantom shares are accrued under the Deferred Compensation Plan for Non-Employee Directors and will be settled in cash on 1/1/2012.

**Signatures**

Gail E. Lehman for Michael W. Wright

01/05/2006

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**