

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-05**  
SEC Accession No. **0000950117-06-002102**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### 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

### REPORTING OWNER

#### **FRADIN ROGER**

CIK: **1246989**  
Type: **4** | Act: **34** | File No.: **001-08974** | Film No.: **06815638**

#### Mailing Address

MSC INDUSTRIAL DIRECT CO  
INC  
75 MAXESS RD  
MELVILLE NY 11747

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

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>FRADIN ROGER</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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President &amp; CEO, ACS</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/05/2006</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)			

**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
Supplemental Savings Plan Interests	(I)	05/05/2006		A		29.988		(2)	(2)	Common Stock	29.988	\$44.12	1,262.864	D	

**Explanation of Responses:**

- Instrument converts to common stock on a one-for-one basis.
- Reflects phantom shares of Common Stock represented by Company contributions to my account under the Executive Supplemental Savings Plan under Rule 16b-3 on 5/5/06.

**Signatures**

Thomas F. Larkins for Roger Fradin

05/08/2006

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.**