

HONEYWELL INTERNATIONAL INC
Form 8-K
March 14, 2006

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

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report: March 14, 2006

Honeywell International Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-8974

22-2640650

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification Number)

101 Columbia Road, P.O. Box 4000, Morristown, New Jersey

07962-2497

(Address of Principal Executive Offices)

(Zip Code)

(973) 455-2000

Registrant's telephone number, including area code

None

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

Honeywell International Inc. (the Company) has offered \$300 million principal amount of its Floating Rate Notes due 2009, \$400 million principal amount of its 5.40% Notes due 2016 and \$550 million principal amount of its 5.70% Notes due 2036 (collectively, the Notes) expected to be issued pursuant to an Indenture dated as of October 1, 1985 (the Indenture) as supplemented by the First Supplemental Indenture dated February 1, 1991, the Second Supplemental Indenture dated as of November 1, 1997 and the Third Supplemental Indenture dated as of March 14, 2006 (the Third Supplemental Indenture), between Honeywell International Inc. (formerly known as AlliedSignal Inc.) and JP Morgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank), as trustee. Pursuant to Sections 302 and 304(a) of the Indenture, an officer's certificate of the Company was executed to establish and designate the Notes which have the terms and characteristics set forth therein (the Officer's Certificate).

The Notes were offered pursuant to a prospectus and a prospectus supplement each dated March 9, 2006 and are expected to be sold pursuant to an underwriting agreement (the Underwriting Agreement) among the Company, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and UBS Securities LLC for themselves and as representatives of the several underwriters.

The Underwriting Agreement, which is filed as Exhibit 1.1 to this Report, the Third Supplemental Indenture, which is filed as Exhibit 4.1 to this Report and the Officer's Certificate, which is filed as Exhibit 4.2 to this Report, are all incorporated by reference herein in response to this Item.

Item 9.01 Financial Statements and Exhibits

(c) **Exhibits.** The following is a complete list of exhibits filed as part of this Report. Exhibit numbers correspond to the numbers in the exhibit table of Item 601 of Regulation S-K.

| Exhibit No. | Description |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement dated as of March 9, 2006 among the Company, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and UBS Securities LLC |
| 4.1 | Third Supplemental Indenture between the Company and The Chase Manhattan Bank, as trustee |
| 4.2 | Officer's Certificate establishing and designating the Notes pursuant to the Indenture |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins

Name: Thomas F. Larkins
Title: Vice President, Corporate Secretary
and Deputy General Counsel

Date: March 14, 2006