

HONEYWELL INTERNATIONAL INC
 Form 4
 October 31, 2018

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 *
HONEYWELL INTERNATIONAL INC

2. Issuer Name and Ticker or Trading Symbol
**RESIDEO TECHNOLOGIES, INC.
 [REZI]**

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)
10/29/2018

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Footnote 2

MORRIS PLAINS, NJ 07950

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.001	10/29/2018		J(1)(2)		122,966,558	D	\$ 0 0

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)

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. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HONEYWELL INTERNATIONAL INC 115 TABOR ROAD MORRIS PLAINS, NJ 07950		X		See Footnote 2

Signatures

/s/ Richard E. Kent, Vice President, Deputy General Counsel, Finance and Assistant Secretary 10/31/2018

__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).
- On October 29, 2018, Honeywell International Inc. ("Honeywell") disposed of all 122,966,558 shares of Resideo Technologies, Inc., a Delaware corporation ("Resideo"), common stock, par value \$0.001 per share, (the "Resideo Common Stock"), issued and outstanding by
- (1) distributing a pro rata dividend to Honeywell's stockholders one share of Resideo Common Stock for every six shares of Honeywell common stock, par value \$1.00 per share held by each holder of record as of 5:00 p.m. New York City time on October 16, 2018, to effect the legal and structural separation of Resideo from Honeywell.
 - (2) Because an employee of Honeywell was a director of Resideo, Honeywell was previously deemed to be a director by deputization.

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.