

HONEYWELL INTERNATIONAL INC  
Form 8-K  
December 11, 2007

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  December 7, 2007  
(Date of earliest event reported)

**HONEYWELL INTERNATIONAL INC.**

(Exact name of Registrant as specified in its Charter)

DELAWARE (State or other jurisdiction of incorporation)	1-8974 (Commission File Number)	22-2640650 (I.R.S. Employer Identification Number)
---	------------------------------------	--

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY (Address of principal executive offices)	07962-2497 (Zip Code)
--	--------------------------

Registrant's telephone number, including area code: (973) 455-2000

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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

e) At its December 7, 2007 meeting, the Management Development and Compensation Committee of the Board of Directors of Honeywell International Inc. (the "Company") considered and approved the following compensation actions regarding Robert J. Gillette, President and CEO of the Company's Aerospace segment, for retention purposes: (i) increased his annual base salary to \$1 million effective January 1, 2008; (ii) approved the grant of 200,000 restricted stock units, vesting in one-third increments on the third, fifth and seventh anniversaries of the date of grant, respectively; and (iii) established a fixed value of \$2 million (to be determined using the Company's Black-Scholes valuation methodology) for his annual stock option grant, commencing with the 2008 grant.

---

SIGNATURE

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

Date: December 10, 2007

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins  
Thomas F. Larkins  
Vice President, Corporate Secretary and  
Deputy General Counsel

---