

WRIGHT MICHAEL W  
Form 4  
October 05, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
WRIGHT MICHAEL W

2. Issuer Name and Ticker or Trading Symbol  
HONEYWELL INTERNATIONAL INC [HON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
101 COLUMBIA ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/01/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MORRISTOWN, NJ 07960  
(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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**\*\*\* Exercise Your *Right to Vote* \*\*\***

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on May 16, 2017.**

**ARTHUR J. GALLAGHER & CO.**

*ARTHUR J. GALLAGHER & CO.  
2850 GOLF ROAD  
ROLLING MEADOWS, IL 60008*

**Meeting Information**

**Meeting Type:** Annual Meeting

**For holders as of:** March 20, 2017

**Date:** May 16, 2017      **Time:** 9:00 AM CDT

**Location:** Arthur J. Gallagher & Co.  
2850 Golf Road  
Rolling Meadows, IL 60008

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail if you so request. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

Explanation of Responses:

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

**Before You Vote**

How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

1. 2017 Notice and Proxy Statement
2. 2016 Annual Report

**How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: [www.proxyvote.com](http://www.proxyvote.com)
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL\**: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 2, 2017 to facilitate timely delivery.

**How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:** Please check the proxy materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote.

**Vote By Internet:** To vote by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**Voting Items**

**The Board of Directors recommends you vote FOR**

**the following:**

1. Election of Directors

1a. Sherry S. Barrat

1b. William L. Bax

1c. D. John Coldman

1d. Frank E. English, Jr.

1e. J. Patrick Gallagher, Jr.

1f. Elbert O. Hand

1g. David S. Johnson

1h. Kay W. McCurdy

1i. Ralph J. Nicoletti

1j. Norman L. Rosenthal

**The Board of Directors recommends you vote FOR proposals 2, 3 and 4.**

2. Approval of the 2017 Long-Term Incentive Plan including Authorized Shares thereunder and Material Terms of Performance Goals.

3. Ratification of the Appointment of Ernst & Young LLP as our Independent Auditor for 2017.

4. Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers.

**The Board of Directors recommends you vote for 1 YEAR on the following proposal.**

Explanation of Responses:

5. Advisory Vote on the Frequency of Future Stockholder Votes to Approve the Compensation of our Named Executive Officers.



