

Intermec, Inc.
Form 4
September 17, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REYNOLDS STEPHEN P

(Last) (First) (Middle)

**C/O INTERMEC, INC., 6001 36TH
AVE. WEST**

(Street)

EVERETT, WA 98203-1264

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Intermec, Inc. [IN]

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
Common Stock	09/17/2013		D(1)	42,256	D \$ 10 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Deferred Stock Units	(2)	09/17/2013		D(2)		24,462		(2)	(2)	Common Stock	24,462
Stock Option (right to buy)	(3)	09/17/2013		D(3)	0	(3)		(3)	(3)	Common Stock	0 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REYNOLDS STEPHEN P C/O INTERMEC, INC. 6001 36TH AVE. WEST EVERETT, WA 98203-1264	X

Signatures

/s/ Nancy Gallup,
attorney-in-fact

09/17/2013

__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).

(1) Disposed of pursuant to the agreement and plan of merger ("Merger Agreement"), dated as of December 9, 2012, by and among the issuer, Honeywell International Inc. ("Honeywell") and Hawkeye Merger Sub Corp., a wholly owned subsidiary of Honeywell, pursuant to which the outstanding shares of the issuer's common stock were converted into the right to receive \$10.00 per share in cash, without interest.

(2) Each restricted deferred stock unit represents the economic equivalent of one share of issuer common stock. The units become payable in shares of issuer common stock in the month of January following the year in which the reporting person terminates services as a director (or in subsequent years in the event of future deferral elections) or following a change of control of the issuer. Pursuant to the Merger Agreement, each unit was cancelled in exchange for payment of the merger consideration of \$10.00 per share.

(3) Pursuant to the Merger Agreement, options held by the reporting person with exercise prices greater than \$10.00 per share were cancelled without the payment of any consideration therefor. The disposition of such options is not reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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