

HONEYWELL INTERNATIONAL INC
Form 10-K
February 12, 2010

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

Form 10-K

S ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009

OR

£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number 1-8974

Honeywell International Inc.

(Exact name of registrant as specified in its charter)

DELAWARE

22-2640650

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

101 Columbia Road
Morris Township, New Jersey

07962

(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$1 per share*	New York Stock Exchange Chicago Stock Exchange
9 ¹ / ₂ % Debentures due June 1, 2016	New York Stock Exchange

* The common stock is also listed for trading on the London Stock Exchange.

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of accelerated filer, large accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock held by nonaffiliates of the Registrant was approximately \$23.2 billion at June 30, 2009.

There were 764,552,212 shares of Common Stock outstanding at January 31, 2010.

Documents Incorporated by Reference

Part III: Proxy Statement for Annual Meeting of Shareowners to be held April 26, 2010.

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PART I.**Item 1. Business**

Honeywell International Inc. (Honeywell) is a diversified technology and manufacturing company, serving customers worldwide with aerospace products and services, control, sensing and security technologies for buildings, homes and industry, turbochargers, automotive products, specialty chemicals, electronic and advanced materials, process technology for refining and petrochemicals, and energy efficient products and solutions for homes, business and transportation. Honeywell was incorporated in Delaware in 1985.

We maintain an internet website at <http://www.honeywell.com>. Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports, are available free of charge on our website under the heading Investor Relations (see SEC Filings & Reports) immediately after they are filed with, or furnished to, the Securities and Exchange Commission (SEC). In addition, in this Form 10-K, the Company incorporates by reference certain information from parts of its proxy statement for the 2010 Annual Meeting of Stockholders, which we expect to file with the SEC on or about March 11, 2010, and which will also be available free of charge on our website.

Information relating to corporate governance at Honeywell, including Honeywell's Code of Business Conduct, Corporate Governance Guidelines and Charters of the Committees of the Board of Directors are also available, free of charge, on our website under the heading Investor Relations (see Corporate Governance), or by writing to Honeywell, 101 Columbia Road, Morris Township, New Jersey 07962, c/o Vice President and Corporate Secretary. Honeywell's Code of Business Conduct applies to all Honeywell directors, officers (including the Chief Executive Officer, Chief Financial Officer and Controller) and employees.

Major Businesses

We globally manage our business operations through four businesses that are reported as operating segments: Aerospace, Automation and Control Solutions, Specialty Materials and Transportation Systems. Financial information related to our operating segments is included in Note 23 of Notes to Financial Statements in Item 8. Financial Statements and Supplementary Data.

The major products/services, customers/uses and key competitors of each of our operating segments follows:

Aerospace

Our Aerospace segment is a leading global provider of integrated avionics, engines, systems and service solutions for aircraft manufacturers, airlines, business and general aviation, military, space and airport operations.

Product/Service Classes	Major Products/Services	Major Customers/Uses	Key Competitors
Turbine propulsion engines	TFE731 turbofan TFE1042 turbofan ATF3 turbofan F124 turbofan ALF502 turbofan LF507 turbofan CFE738 turbofan HTF 7000 turbofan	Business, regional, general aviation and military trainer aircraft Commercial and military helicopters Military vehicles	United Technologies Rolls Royce/Allison Turbomeca Williams

T53, T55 turboshaft
T800 turboshaft
TF40B/50A
HTS900
LT101-650/750/850
TPE 331 turboprop
AGT1500 turboshaft
Repair, overhaul and
spare parts

Product/Service Classes	Major Products/Services	Major Customers/Uses	Key Competitors
Auxiliary power units (APUs)	Airborne auxiliary power units Jet fuel starters Secondary power systems Ground power units Repair, overhaul and spare parts	Commercial, regional, business and military aircraft Ground power	United Technologies
Environmental control systems	Air management systems: Air conditioning Bleed air Cabin pressure control Air purification and treatment Gas Processing Heat Exchangers Turbo Systems Repair, overhaul and spare parts	Commercial, regional and general aviation aircraft Military aircraft Ground vehicles Spacecraft	Auxilec Barber Colman Dukes Eaton-Vickers General Electric Goodrich Liebherr Pacific Scientific Parker Hannifin TAT United Technologies
Electric power systems	Generators Power distribution & control Power conditioning Repair, overhaul and spare parts	Commercial, regional, business and military aircraft	General Electric Goodrich Safran United Technologies
Engine systems and accessories	Electronic and hydromechanical fuel controls Engine start systems Electronic engine controls Sensors Valves Electric and pneumatic power generation systems Thrust reverser actuation, pneumatic and electric	Commercial, regional and general aviation aircraft Military aircraft	BAE Controls Goodrich Parker Hannifin United Technologies
Avionics systems	Flight safety systems: Enhanced Ground Proximity Warning Systems (EGPWS) Traffic Alert and Collision Avoidance	Commercial, business and general aviation aircraft Government aviation	BAE Boeing/Jeppesen Garmin General Electric Goodrich Kaiser

Systems (TCAS)	L3
Windshear detection systems	Lockheed Martin
Flight data and cockpit voice recorders	Northrop
Weather radar	Grumman
Communication, navigation and surveillance systems:	Rockwell Collins
Navigation & guidance systems	Thales
Global positioning systems	Trimble/Terra
Satellite systems	Universal
Integrated systems	Avionics
Flight management systems	Universal
Cockpit display systems	Weather
Data management and aircraft performance monitoring systems	
Aircraft information systems	
Network file servers	
Wireless network transceivers	
Weather information network	
Navigation database information	
Cabin management systems	
Vibration detection and monitoring	
Mission management systems	
Tactical data management systems	

Product/Service Classes	Major Products/Services	Major Customers/Uses	Key Competitors
Aircraft and Obstruction lighting	Inset lights Regulators Tower and obstruction lights Interior and exterior aircraft lighting	Commercial, regional, business, helicopter and military aviation aircraft (operators, OEMs, parts distributors and MRO service providers) General contractors (building and tower manufacturers), cell-phone companies	Bruce Hella/Goodrich LSI Luminator Siemens Whelen
Inertial sensor	Inertial sensor systems for guidance, stabilization, navigation and control Gyroscopes, accelerometers, inertial measurement units and thermal switches	Military and commercial vehicles Commercial spacecraft and launch vehicles Commercial, regional, business and military aircraft Transportation Missiles Munitions	Astronautics-Kearfott BAE Ball GEC General Electric L3 Com KVH Northrop Grumman Rockwell
Control products	Radar altimeters Pressure products Air data products Thermal switches Magnetic sensors	Military aircraft Missiles, UAVs Commercial applications	Ball Brothers BAE Druck Goodrich NavCom Northrop Grumman Rosemount Solarton
Space products and subsystems	Guidance subsystems Control subsystems Processing subsystems Radiation hardened electronics and integrated circuits GPS-based range safety systems	Commercial and military-spacecraft DoD FAA NASA	BAE Ithaco L3 Northrop Grumman Raytheon
Management and technical services	Maintenance/operation and provision of space systems, services and facilities Systems engineering	U.S. government space (NASA) DoD (logistics and information services) FAA	Bechtel Boeing Computer Sciences Dyncorp ITT

	and integration Information technology services Logistics and sustainment	DoE Local governments Commercial space ground segment systems and services	Lockheed Martin Raytheon SAIC The Washington Group United Space Alliance
Landing systems	Wheels and brakes Wheel and brake repair and overhaul services	Commercial airline, regional, business and military aircraft High performance commercial vehicles USAF, DoD, DoE Boeing, Airbus, Lockheed Martin	Dunlop Standard Aerospace Goodrich K&F Industries Messier-BugattiN ASCO

Automation and Control Solutions

Our Automation and Control Solutions segment is a leading global provider of environmental and combustion controls, sensing controls, security and life safety products and services, scanning and mobility devices and process automation and building solutions and services for homes, buildings and industrial facilities.

Product/Service Classes	Major Products/Services	Major Customers/Uses	Key Competitors
Environmental and combustion controls; sensing controls	Heating, ventilating and air conditioning controls and components for homes and buildings Indoor air quality products including zoning, air cleaners, humidification, heat and energy recovery ventilators Controls plus integrated electronic systems for	Original equipment manufacturers (OEMs) Distributors Contractors Retailers System integrators Commercial customers and homeowners served by the distributor, wholesaler, contractor, retail and utility channels	Bosch Cherry Danfoss Eaton Emerson Endress & Hauser Holmes Invensys Johnson Controls Motorola

Product/Service Classes	Major Products/Services	Major Customers/Uses	Key Competitors
	burners, boilers and furnaces		Schneider Siemens
Environmental and combustion controls; sensing controls (continued)	Consumer household products including humidifiers and thermostats Electrical devices and switches Water controls Sensors, measurement, control and industrial components	Package and materials handling operations Appliance manufacturers Automotive companies Aviation companies Food and beverage processors Medical equipment Heat treat processors Computer and business equipment manufacturers	United Technologies Yamatake
Security and life safety products and services	Security products and systems Fire products and systems Access controls and closed circuit television Home health monitoring and nurse call systems Gas detection products and systems Emergency lighting Distribution Personal protection equipment	OEMs Retailers Distributors Commercial customers and homeowners served by the distributor, wholesaler, contractor, retail and utility channels Health care organizations Security monitoring service providers Industrial, fire service, utility distributors and U.S. Government	Bosch Draeger GE Hubbell Inc Mine Safety Appliances Pelco Phillips Riken Keiki SiemensTyco United Technologies 3M, Sperian Protection
Scanning and mobility	Hand held and hands free image and laser based bar code scanners Scan engines Mobile and wireless computers	OEMs Retailers Distributors Commercial customers served by the transportation and logistics, manufacturing, healthcare and retail channels	Datalogic Intermec Technologies Motorola
Process automation products and solutions	Advanced control software and industrial automation systems for control and monitoring of continuous, batch and hybrid operations	Refining and petrochemical companies Chemical manufacturers Oil and gas producers Food and beverage processors	ABB AspenTech Emerson Invensys Siemens Yokogawa

Production management software	Pharmaceutical companies
Communications systems for Industrial Control equipment and systems	Utilities
Consulting, networking engineering and installation	Film and coated producers
Terminal automation solutions	Pulp and paper industry
Process control instrumentation	Continuous web producers in the paper, plastics, metals, rubber, non-wovens and printing industries
Field instrumentation	Mining and mineral industries
Analytical instrumentation	
Recorders Controllers	
Critical environment control solutions and services	
Aftermarket maintenance, repair and upgrade	
Gas control, measurement and analyzing equipment	

Building solutions and services

HVAC and building control solutions and services	Building managers and owners	Ameresco
Energy management solutions and services	Contractors, architects and developers	GroupMac
Security and asset management solutions and services	Consulting engineers	Ingersoll Rand
Enterprise building integration solutions	Security directors	Invensys
Building information services	Plant managers	Johnson Controls
Airport lighting and systems, visual docking guidance systems	Utilities	Local contractors and utilities
	Large global corporations	Safegate
	Public school systems	Schneider
	Universities	Siemens
	Local governments	Trane
	Public housing agencies	Thorn
	Airports	United Technologies

Specialty Materials

Our Specialty Materials segment is a global leader in providing customers with high-performance specialty materials, including hydrocarbon processing technologies, catalysts, adsorbents, equipment and services, fluorine products, specialty films and additives, advanced fibers and composites, intermediates, specialty chemicals, electronic materials and chemicals.

Product/Service Classes	Major Products/Services	Major Customers/Uses	Key Competitors
Resins & chemicals	Nylon polymer Caprolactam Ammonium sulfate Cyclohexanone Cyclohexanol (KA Oil) MEKO	Nylon for carpet fibers, engineered resins and packaging Fertilizer ingredients Specialty chemicals	BASF DSM Sinopec
Hydrofluoric acid (HF)	Anhydrous and aqueous hydrofluoric acid	Fluorocarbons Steel Oil refining Chemical intermediates	Mexichem Flour Solvay
Fluorocarbons	Refrigerants, aerosol and insulation foam blowing agents Genesolv® solvents Oxyfume sterilant gases Ennovate 3000 blowing agent for refrigeration insulation	Refrigeration Air conditioning Polyurethane foam Precision cleaning Optical Appliances Hospitals Medical equipment manufacturers	Arkema Dupont Solvay Ineos
Fluorine specialties	Sulfur hexafluoride (SF6) Iodine pentafluoride (IF) Antimony pentafluoride (SbF5)	Electric utilities Magnesium gear manufacturers	Air Products Asahi Glass Solvay LiMing
Nuclear services	UF6 conversion services	Nuclear fuel Electric utilities	Cameco Comurhex Rosatom
Research and fine chemicals	Oxime-based fine chemicals Fluoroaromatics High-purity solvents	Agrichemicals Biotech	Avecia Degussa DSM E. Merck Thermo Fisher Scientific Lonza Sigma-Aldrich

Performance chemicals	HF derivatives	Diverse by product type	Atotech
Imaging chemicals	Fluoroaromatics		BASF
Chemical processing sealants	Catalysts		DSM
	Oxime-silanes		
Advanced fibers & composites	High modulus polyethylene fiber and shield composites	Bullet resistant vests, helmets and other armor applications	DuPont
	Aramid shield composites	Cut-resistant gloves	DSM
		Rope & cordage	Teijin
Specialty films	Cast nylon film	Food and pharmaceutical packaging	American Biaxis
	Bi-axially oriented nylon film		CFP
	Fluoropolymer film		Daikin
			Kolon
			Unitika
Specialty additives	Polyethylene waxes	Coatings and inks	BASF
	Paraffin waxes and blends	PVC pipe, siding & profiles	Clariant
	PVC lubricant systems	Plastics	Eastman
	Processing aids	Reflective coatings	
	Luminescent pigments	Safety & security applications	
Electronic chemicals	Ultra high-purity HF	Semiconductors	KMG
	Inorganic acids	Photovoltaics	BASF
	Hi-purity solvents		General Chemical
Semiconductor materials and services	Interconnect-dielectrics	Semiconductors	BASF
	Interconnect-metals	Microelectronics	Brewer
	Semiconductor packaging materials	Telecommunications	Dow Corning
	Advanced polymers		Foxconn
	Sapphire substrates		Japan Energy
	Anti-reflective coatings		Kyocera
	Thermo-couples		Shinko

Product/Service Classes	Major Products/Services	Major Customers/Uses	Key Competitors
Catalysts, adsorbents and Specialties	Catalysts Molecular sieves Adsorbents Customer catalyst manufacturing	Petroleum, refining, petrochemical, gas processing, and manufacturing industries	Axens BASF WR Grace Haldor Shell/Criterion
Process technology and equipment	Technology licensing and engineering design of process units and systems Engineered products Proprietary equipment Training and development of technical personnel Gas processing technology	Petroleum refining, petrochemical, and gas processing	Axens BP/Amoco Exxon-Mobil Chevron Lummus Global Chicago Bridge & Iron Koch Glitsch Linde AG Natco Shaw Group Shell/SGS
Renewable fuels and chemicals	Technology licensing of Process, catalysts, absorbents, Refining equipment and Services for producing renewable-based fuels and chemicals	Agricultural products	Neste Oy Lurgi Syntroleum Dynamotive

Transportation Systems

Our Transportation Systems segment is one of the leading manufacturers of engine boosting systems for passenger cars and commercial vehicles, as well as a leading provider of automotive care and braking products.

Product/Service Classes	Major Products/Services	Major Customers/Uses	Key Competitors
Charge-air systems	Turbochargers for gasoline and diesel engines	Passenger car, truck and off-highway OEMs Engine manufacturers Aftermarket distributors and dealers	Borg-Warner Holset IHI MHI
Thermal systems	Exhaust gas coolers Charge-air coolers Aluminum radiators Aluminum cooling modules	Passenger car, truck and off-highway OEMs Engine manufacturers Aftermarket distributors and dealers	Behr Modine Valeo

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Aftermarket filters, spark plugs, electronic components and car care products	Oil, air, fuel, transmission and coolant filters PCV valves Spark plugs Wire and cable Antifreeze/coolant Windshield washer fluids Waxes, washes and specialty cleaners	Automotive and heavy vehicle aftermarket channels, OEMs and Original Equipment Service Providers (OES) Auto supply retailers Specialty installers Mass merchandisers	AC Delco Bosch Champion Mann & Hummel NGK Peak/Old World Industries Purolator STP/ArmorAll Turtle Wax Zerex/Valvoline
Brake hard parts and other friction materials	Disc brake pads and shoes Drum brake linings Brake blocks Disc and drum brake components Brake hydraulic components Brake fluid Aircraft brake linings Railway linings	Automotive and heavy vehicle OEMs, OES, brake manufacturers and aftermarket channels Installers Railway and commercial/military aircraft OEMs and brake manufacturers	Advics Akebono Continental Federal-Mogul ITT Corp JBI Nisshinbo TMD Friction TRW

Aerospace Sales

Our sales to aerospace customers were 35 percent of our total sales in each of 2009, 2008 and 2007, respectively. Our sales to commercial aerospace original equipment manufacturers were 7, 9 and 10 percent of our total sales in 2009, 2008 and 2007, respectively. In addition, our sales to commercial aftermarket customers of aerospace products and services were 10, 11 and 11 percent of our total sales in 2009, 2008 and 2007, respectively. Our Aerospace results of operations can be impacted by various industry and economic conditions. See Item 1A. Risk Factors.

U.S. Government Sales

Sales to the U.S. Government (principally by our Aerospace segment), acting through its various departments and agencies and through prime contractors, amounted to \$4,288, \$4,240 and \$4,011 million in 2009, 2008 and 2007, respectively, which included sales to the U.S. Department of Defense, as a prime contractor and subcontractor, of \$3,455, \$3,412 and \$3,192 million in 2009, 2008 and 2007, respectively. U.S. defense spending increased in 2009 and is also expected to increase in 2010. We do not expect to be significantly affected by any proposed changes in 2010 federal spending due principally to the varied mix of the government programs which impact us (OEM production, engineering development programs, aftermarket spares and repairs and overhaul programs). Our contracts with the U.S. Government are subject to audits, investigations, and termination by the government. See Item 1A. Risk Factors.

Backlog

Our total backlog at December 31, 2009 and 2008 was \$13,182 and \$12,972 million, respectively. We anticipate that approximately \$9,339 million of the 2009 backlog will be filled in 2010. We believe that backlog is not necessarily a reliable indicator of our future sales because a substantial portion of the orders constituting this backlog may be canceled at the customer's option.

Competition

We are subject to active competition in substantially all product and service areas. Competition is expected to continue in all geographic regions. Competitive conditions vary widely among the thousands of products and services provided by us, and vary by country. Depending on the particular customer or market involved, our businesses compete on a variety of factors, such as price, quality, reliability, delivery, customer service, performance, applied technology, product innovation and product recognition. Brand identity, service to customers and quality are generally important competitive factors for our products and services, and there is considerable price competition. Other competitive factors for certain products include breadth of product line, research and development efforts and technical and managerial capability. While our competitive position varies among our products and services, we believe we are a significant competitor in each of our major product and service classes. However, a number of our products and services are sold in competition with those of a large number of other companies, some of which have substantial financial resources and significant technological capabilities. In addition, some of our products compete with the captive component divisions of original equipment manufacturers. See Item 1A Risk Factors for further discussion.

International Operations

We are engaged in manufacturing, sales, service and research and development mainly in the United States, Europe, Canada, Asia and Latin America. U.S. exports and foreign manufactured products are significant to our operations. U.S. exports comprised 12, 10 and 10 percent of our total sales in 2009, 2008 and 2007, respectively. Foreign manufactured products and services, mainly in Europe, were 39 percent of our total sales in 2009, 2008 and 2007.

Approximately 18 percent of total 2009 sales of Aerospace-related products and services were exports of U.S. manufactured products and systems and performance of services such as aircraft repair and overhaul. Exports were principally made to Europe, Canada, Asia and Latin America. Foreign manufactured products and systems and performance of services comprised approximately 15 percent of total 2009 Aerospace sales. The principal manufacturing facilities outside the U.S. are in Europe, with less significant operations in Canada, Mexico and Asia.

Approximately 2 percent of total 2009 sales of Automation and Control Solutions products were exports of U.S. manufactured products. Foreign manufactured products and performance of services accounted for 57 percent of total 2009 Automation and Control Solutions sales. The principal manufacturing facilities outside the U.S. are in Europe with less significant operations in Asia and Canada.

Approximately 31 percent of total 2009 sales of Specialty Materials products and services were exports of U.S. manufactured products. Exports were principally made to Asia and Latin America. Foreign manufactured products and performance of services comprised 25 percent of total 2009 Specialty Materials sales. The principal manufacturing facilities outside the U.S. are in Europe, with less significant operations in Asia and Canada.

Exports of U.S. manufactured products comprised 1 percent of total 2009 sales of Transportation Systems products. Foreign manufactured products accounted for 68 percent of total 2009 sales of Transportation Systems. The principal manufacturing facilities outside the U.S. are in Europe, with less significant operations in Asia and Latin America.

Financial information including net sales and long-lived assets related to geographic areas is included in Note 24 of Notes to Financial Statements in Item 8. Financial Statements and Supplementary Data . Information regarding the economic, political, regulatory and other risks associated with international operations is included in Item 1A. Risk Factors.

Raw Materials

The principal raw materials used in our operations are generally readily available. We experienced no significant problems in the purchase of key raw materials and commodities in 2009. We are not dependent on any one supplier for a material amount of our raw materials, except related to phenol, a raw material used in our Specialty Materials segment. We purchase phenol under a supply agreement with one supplier.

The costs of certain key raw materials, including natural gas, benzene (the key component in phenol), ethylene, fluorspar and sulfur in our Specialty Materials business, steel, nickel, other metals and ethylene glycol in our Transportation Systems business, and nickel, titanium and other metals in our Aerospace business, are expected to remain volatile. In addition, in 2009 certain large long-term fixed supplier price agreements expired, primarily relating to components used by our Aerospace business, which in the aggregate, subjected us to higher volatility in certain component costs. We will continue to attempt to offset raw material cost increases with formula or long-term supply agreements, price increases and hedging activities where feasible. We do not anticipate that a shortage of raw materials will cause any material adverse impacts during 2010. See Item 1A. Risk Factors for further discussion.

We are highly dependent on our suppliers and subcontractors in order to meet commitments to our customers. In addition, many major components and product equipment items are procured or subcontracted on a single-source basis with a number of domestic and foreign companies. We maintain a qualification and performance surveillance process to control risk associated with such reliance on third parties. While we believe that sources of supply for raw materials and components are generally adequate, it is difficult to predict what effects shortages or price increases may have in the future. Furthermore, the inability of these suppliers to meet their quality and/or delivery commitments to us, due to bankruptcy, natural disasters or any other reason, may result in significant costs and delay, including those in connection with the required recertification of parts from new suppliers with our customers or regulatory agencies.

Patents, Trademarks, Licenses and Distribution Rights

Our segments are not dependent upon any single patent or related group of patents, or any licenses or distribution rights. We own, or are licensed under, a large number of patents, patent applications and trademarks acquired over a period of many years, which relate to many of our products or improvements to those products and which are of importance to our business. From time to time, new patents and trademarks are obtained, and patent and trademark licenses and rights are acquired from others. We also have distribution rights of varying terms for a number of products and services produced by other companies. In our judgment, those rights are adequate for the conduct of our business. We believe that, in the aggregate, the rights under our patents, trademarks and licenses are generally important to our operations, but we do not consider any patent, trademark or related

group of patents, or any licensing or distribution rights related to a specific process or product, to be of material importance in relation to our total business. See Item 1A. Risk Factors for further discussion.

We have registered trademarks for a number of our products and services, including Honeywell, Aclar, Ademco, Autolite, Bendix, Enovate, Fire-Lite, FRAM, Garrett, Hand Held, Holts, Jurid, Metrologic, MK, North, Notifier, Novar, Prestone, Redex, RMG, Simoniz, Spectra, System Sensor and UOP.

Research and Development

Our research activities are directed toward the discovery and development of new products, technologies and processes and the development of new uses for existing products. The Company has research and development activities in the U.S., Europe, India and China.

Research and development (R&D) expense totaled \$1,330, \$1,543 and \$1,459 million in 2009, 2008 and 2007, respectively. The decrease in R&D expense in 2009 compared to 2008 of 14 percent was consistent with our 15 percent decrease in net sales. However, as a percentage of sales, R&D increased to 4.3 percent in 2009 compared to 4.2 percent in 2008. The increase as a percentage of sales was driven by lower sales, product, design and development costs in Automation and Control Solutions and Specialty Materials as well as expenditures on the development of turbocharging systems for new platforms, partially offset by lower R&D expense in Aerospace primarily due to major program completions. The increase in R&D expense in 2008 compared to 2007 of 6 percent was mainly due to additional product, design and development costs in Automation and Control Solutions, increased expenditures on the development of products for new aircraft platforms and increased expenditures on the development of turbocharging systems for new platforms. Customer-sponsored (principally the U.S. Government) R&D activities amounted to an additional \$852, \$903 and \$881 million in 2009, 2008 and 2007, respectively.

Environment

We are subject to various federal, state, local and foreign government requirements regulating the discharge of materials into the environment or otherwise relating to the protection of the environment. It is our policy to comply with these requirements, and we believe that, as a general matter, our policies, practices and procedures are properly designed to prevent unreasonable risk of environmental damage, and of resulting financial liability, in connection with our business. Some risk of environmental damage is, however, inherent in some of our operations and products, as it is with other companies engaged in similar businesses.

We are and have been engaged in the handling, manufacture, use and disposal of many substances classified as hazardous by one or more regulatory agencies. We believe that, as a general matter, our policies, practices and procedures are properly designed to prevent unreasonable risk of environmental damage and personal injury, and that our handling, manufacture, use and disposal of these substances are in accord with environmental and safety laws and regulations. It is possible, however, that future knowledge or other developments, such as improved capability to detect substances in the environment or increasingly strict environmental laws and standards and enforcement policies, could bring into question our current or past handling, manufacture, use or disposal of these substances.

Among other environmental requirements, we are subject to the federal superfund and similar state and foreign laws and regulations, under which we have been designated as a potentially responsible party that may be liable for cleanup costs associated with current and former operating sites and various hazardous waste sites, some of which are on the U.S. Environmental Protection Agency's Superfund priority list. Although, under some court interpretations of these laws, there is a possibility that a responsible party might have to bear more than its proportional share of the cleanup costs if it is unable to obtain appropriate contribution from other responsible parties, we have not had to bear significantly more than our proportional share in multi-party situations taken as a whole.

We do not believe that existing or pending climate change legislation, regulation, or international treaties or accords are reasonably likely to have a material effect in the foreseeable future on the Company's business or markets that it serves, nor on its results of operations, capital expenditures or financial position. We will continue to monitor emerging developments in this area.

Further information, including the current status of significant environmental matters and the financial impact incurred for remediation of such environmental matters, if any, is included in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, in Note 21 of Notes to Financial Statements in Item 8. Financial Statements and Supplementary Data, and in Item 1A. Risk Factors.

Employees

We have approximately 122,000 employees at December 31, 2009, of which approximately 54,000 were located in the United States.

Item 1A. Risk Factors

Cautionary Statement about Forward-Looking Statements

We have described many of the trends and other factors that drive our business and future results in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, including the overview of the Company and each of our segments and the discussion of their respective economic and other factors and areas of focus for 2010. These sections and other parts of this report (including this Item 1A) contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934.

Forward-looking statements are those that address activities, events or developments that management intends, expects, projects, believes or anticipates will or may occur in the future. They are based on management's assumptions and assessments in light of past experience and trends, current economic and industry conditions, expected future developments and other relevant factors. They are not guarantees of future performance, and actual results, developments and business decisions may differ significantly from those envisaged by our forward-looking statements. We do not undertake to update or revise any of our forward-looking statements. Our forward-looking statements are also subject to risks and uncertainties that can affect our performance in both the near-and long-term. These forward-looking statements should be considered in light of the information included in this Form 10-K, including, in particular, the factors discussed below.

Risk Factors

Our business, operating results, cash flows and financial condition are subject to various risks and uncertainties, including, without limitation, those set forth below, any one of which could cause our actual results to vary materially from recent results or from our anticipated future results.

Industry and economic conditions may adversely affect the market and operating conditions of our customers, which in turn can affect demand for our products and services and our results of operations.

The operating results of our segments are impacted by general global industry and economic conditions that can cause changes in spending and capital investment patterns, demand for our products and services and the level of our manufacturing and shipping costs. The operating results of our Aerospace segment, which generated 35 percent of our consolidated revenues in 2009, are directly tied to cyclical industry and economic conditions, including global demand for air travel as reflected in new aircraft production, the deferral or cancellation of orders for new aircraft, delays in launch schedules for new aircraft platforms, the retirement of aircraft, global flying hours, and business and general aviation aircraft utilization rates, as well as changes in customer buying patterns with respect to aftermarket parts, supplier consolidation, factory transitions, capacity constraints, and the level and mix of U.S. Government appropriations for defense and space programs (as further discussed in other risk factors below). The challenging operating environment faced by the commercial airline industry is expected to continue and may be influenced by a wide variety of factors including global flying hours, aircraft fuel prices, labor issues, airline consolidation, airline insolvencies, terrorism and safety concerns as well as changes in regulations. Future terrorist actions or pandemic health issues could dramatically reduce both the demand for air travel and our Aerospace aftermarket sales and margins. The operating results of our Automation and Control Solutions (ACS) segment, which generated 41 percent of our consolidated revenues in 2009, are impacted by the level of global residential and commercial construction (including retrofits and upgrades), capital spending and operating expenditures on building and process automation, industrial plant capacity utilization and expansion, inventory levels in distribution channels, and global economic growth rates. Specialty Materials' operating results, which generated 13 percent of our consolidated revenues in 2009, are impacted by global economic growth rates, capacity utilization for chemical, industrial, refining, petrochemical and semiconductor plants, our customers' availability of capital for refinery construction and expansion, and commodity demand volatility. Transportation Systems' operating results, which generated 11 percent of our consolidated revenues in 2009, are impacted by global production and demand for automobiles and

trucks equipped with turbochargers, and regulatory changes regarding automobile and truck emissions and fuel economy, delays in launch schedules for new automotive platforms, and consumer demand and spending for automotive aftermarket and car care products. The challenging operating environment faced by global automotive and truck manufacturers is expected to continue and may be influenced by a wide variety of factors, including access to and terms of government assistance, ability to reduce high inventory levels, ability to reduce operating costs, and the ability of consumers to obtain financing for new vehicle purchases. Each of the segments is impacted by volatility in raw material prices (as further described below) and non-material inflation.

Raw material price fluctuations and the ability of key suppliers to meet quality and delivery requirements can increase the cost of our products and services and impact our ability to meet commitments to customers.

The cost of raw materials is a key element in the cost of our products, particularly in our Specialty Materials (benzene (the key component in phenol), natural gas, ethylene, fluorspar and sulfur), Transportation Systems (nickel, steel, other metals and ethylene glycol) and Aerospace (nickel, titanium and other metals) segments. Our inability to offset material price inflation through increased prices to customers, formula or long-term fixed price contracts with suppliers, productivity actions or through commodity hedges could adversely affect our results of operations.

Our manufacturing operations are also highly dependent upon the delivery of materials (including raw materials) by outside suppliers and their assembly of major components and subsystems used in our products in a timely manner and in full compliance with purchase order terms and conditions, quality standards, and applicable laws and regulations. In addition, many major components and product equipment items are procured or subcontracted on a single-source basis; in limited circumstances these suppliers are the sole source of the component or equipment. Our ability to manage inventory and meet delivery requirements may be constrained by our suppliers' ability to adjust delivery of long-lead time products during times of volatile demand. Our suppliers may fail to perform according to specifications as and when required and we may be unable to identify alternate suppliers or to otherwise mitigate the consequences of their non-performance. The supply chains for our businesses could also be disrupted by external events such as natural disasters, extreme weather events, pandemic health issues, terrorist actions, labor disputes, governmental actions and legislative or regulatory changes (e.g., product certification or stewardship requirements, sourcing restrictions, climate change or greenhouse gas emission standards, etc.). Our inability to fill our supply needs would jeopardize our ability to fulfill obligations under commercial and government contracts, which could, in turn, result in reduced sales and profits, contract penalties or terminations, and damage to customer relationships. Transitions to new suppliers may result in significant costs and delays, including those related to the required recertification of parts obtained from new suppliers with our customers and/or regulatory agencies. In addition, because our businesses cannot always immediately adapt their cost structure to changing market conditions, our manufacturing capacity for certain products may at times exceed or fall short of our production requirements, which could adversely impact our operating costs, profitability and customer and supplier relationships.

Our future growth is largely dependent upon our ability to develop new technologies that achieve market acceptance with acceptable margins.

Our businesses operate in global markets that are characterized by rapidly changing technologies and evolving industry standards. Accordingly, our future growth rate depends upon a number of factors, including our ability to (i) identify emerging technological trends in our target end-markets, (ii) develop and maintain competitive products, (iii) enhance our products by adding innovative features that differentiate our products from those of our competitors and prevent commoditization of our products, (iv) develop, manufacture and bring products to market quickly and cost-effectively, and (v) develop and retain individuals with the requisite expertise.

Our ability to develop new products based on technological innovation can affect our competitive position and requires the investment of significant resources. These development efforts divert resources from other potential investments in our businesses, and they may not lead to the

development of new technologies or products on a timely basis or that meet the needs of our customers as fully as competitive offerings. In addition, the markets for our products may not develop or grow as we currently anticipate. The failure of our technologies or products to gain market acceptance due to more attractive offerings by our competitors could significantly reduce our revenues and adversely affect our competitive standing and prospects.

Protecting our intellectual property is critical to our innovation efforts.

We own or are licensed under a large number of U.S. and non-U.S. patents and patent applications, trademarks and copyrights. Our intellectual property rights may expire or be challenged, invalidated or infringed upon by third parties or we may be unable to maintain, renew or enter into new licenses of third party proprietary intellectual property on commercially reasonable terms. In some non-U.S. countries, laws affecting intellectual property are uncertain in their application, which can affect the scope or enforceability of our patents and other intellectual property rights. Any of these events or factors could diminish or cause us to lose the competitive advantages associated with our intellectual property, subject us to judgments, penalties and significant litigation costs, and/or temporarily or permanently disrupt our sales and marketing of the affected products or services.

An increasing percentage of our sales and operations is in non-U.S. jurisdictions and is subject to the economic, political, regulatory and other risks of international operations.

Our international operations, including U.S. exports, comprise a growing proportion of our operating results. Our strategy calls for increasing sales to and operations in overseas markets, including developing markets such as Mexico, China, India, the Middle East and Eastern Europe. In 2009, 51 percent of our total sales (including products manufactured in the U.S. and in international locations) were outside of the U.S. including 28 percent in Europe and 11 percent in Asia. Risks related to international operations include exchange control regulations, wage and price controls, employment regulations, foreign investment laws, import, export and other trade restrictions (such as embargoes and trade restrictions), changes in regulations regarding transactions with state-owned enterprises, nationalization of private enterprises, government instability, and our ability to hire and maintain qualified staff and maintain the safety of our employees in these regions. The cost of compliance with increasingly complex and often conflicting regulations worldwide can also impair our flexibility in modifying product, marketing, pricing or other strategies for growing our businesses, as well as our ability to improve productivity and maintain acceptable operating margins.

As we continue to grow our businesses internationally, our operating results could be increasingly affected by the relative strength of the European and Asian economies and the impact of exchange rate fluctuations. We do have a policy to reduce the risk of volatility through hedging activities, but such activities bear a financial cost and may not always be available to us and may not be successful in eliminating such volatility.

We may be required to recognize impairment charges for our long-lived assets or available for sale investments.

At December 31, 2009, the net carrying value of long-lived assets (property, plant and equipment, goodwill and other intangible assets) and available for sale securities totaled approximately \$17.5 billion and \$0.1 billion, respectively. In accordance with generally accepted accounting principles, we periodically assess these assets to determine if they are impaired. Significant negative industry or economic trends, disruptions to our business, unexpected significant changes or planned changes in use of the assets, divestitures and market capitalization declines may result in impairments to goodwill and other long-lived assets. An other than temporary decline in the market value of our available for sale securities may also result in an impairment charge. Future impairment charges could significantly affect our results of operations in the periods recognized. Impairment charges would also reduce our consolidated shareowners' equity and increase our debt-to-total-capitalization ratio, which could negatively impact our credit rating and access to the public debt and equity markets.

A change in the level of U.S. Government defense and space funding or the mix of programs to which such funding is allocated could adversely impact sales of Aerospace's defense and space-related product and services.

Sales of our defense and space-related products and services are largely dependent upon government budgets, particularly the U.S. defense budget. Sales as a prime contractor and subcontractor to the U.S. Department of Defense comprised approximately 32 and 11 percent of Aerospace and total sales, respectively, for the year ended December 31, 2009. Although U.S. defense spending increased in 2009 and is expected to increase again in 2010, we cannot predict the extent to which total funding and/or funding for individual programs will be included, increased or reduced as part of the 2011 and subsequent budgets ultimately approved by Congress, or be included in the scope of separate supplemental appropriations. We also cannot predict the impact of potential changes in priorities due to military transformation and planning and/or the nature of war-related activity on existing, follow-on or replacement programs. A shift in defense or space spending to programs in which we do not participate and/or reductions in funding for or termination of existing programs could adversely impact our results of operations.

As a supplier of military and other equipment to the U.S. Government, we are subject to unusual risks, such as the right of the U.S. Government to terminate contracts for convenience and to conduct audits and investigations of our operations and performance.

In addition to normal business risks, companies like Honeywell that supply military and other equipment to the U.S. Government are subject to unusual risks, including dependence on Congressional appropriations and administrative allotment of funds, changes in governmental procurement legislation and regulations and other policies that reflect military and political developments, significant changes in contract scheduling, complexity of designs and the rapidity with which they become obsolete, necessity for constant design improvements, intense competition for U.S. Government business necessitating increases in time and investment for design and development, difficulty of forecasting costs and schedules when bidding on developmental and highly sophisticated technical work, and other factors characteristic of the industry, such as contract award protests and delays in the timing of contract approvals. Changes are customary over the life of U.S. Government contracts, particularly development contracts, and generally result in adjustments of contract prices.

Our contracts with the U.S. Government are subject to audits. Like many other government contractors, we have received audit reports that recommend downward price adjustments to certain contracts or changes to certain accounting systems or controls to comply with various government regulations. We have made adjustments and paid voluntary refunds in appropriate cases and may do so in the future.

U.S. Government contracts are subject to termination by the government, either for the convenience of the government or for our failure to perform under the applicable contract. In the case of a termination for convenience, we are typically entitled to reimbursement for our allowable costs incurred, plus termination costs and a reasonable profit. If a contract is terminated by the government for our failure to perform we could be liable for additional costs incurred by the government in acquiring undelivered goods or services from any other source and any other damages suffered by the government.

We are also subject to government investigations of business practices and compliance with government procurement regulations. If Honeywell or one of its businesses were charged with wrongdoing as a result of any such investigation or other government investigations (including violations of certain environmental or export laws), it could be suspended from bidding on or receiving awards of new government contracts, suspended from contract performance pending the completion of legal proceedings and/or have its export privileges suspended. The U.S. Government also reserves the right to debar a contractor from receiving new government contracts for fraudulent, criminal or other egregious misconduct. Debarment generally does not exceed three years.

Our reputation and ability to do business may be impacted by the improper conduct of employees, agents or business partners.

We cannot ensure that our extensive compliance controls, policies and procedures will in all instances protect us from reckless or criminal acts committed by our employees, agents or business partners that would violate the laws of the jurisdictions in which the Company operates, including laws governing payments to government officials, competition and data privacy. Any improper actions could subject us to civil or criminal investigations, monetary and non-monetary penalties and could adversely impact our ability to conduct business, results of operations and reputation.

Changes in legislation or government regulations or policies can have a significant impact on our results of operations.

The sales and margins of each of our segments are directly impacted by government regulations. Safety and performance regulations (including mandates of the Federal Aviation Administration and other similar international regulatory bodies requiring the installation of equipment on aircraft), product certification requirements and government procurement practices can impact Aerospace sales, research and development expenditures, operating costs and profitability. The demand for and cost of providing Automation and Control Solutions products, services and solutions can be impacted by fire, security, safety, health care, environmental and energy efficiency standards and regulations. Specialty Materials results of operations can be affected by environmental (e.g. government regulation of fluorocarbons), safety and energy efficiency standards and regulations, while emissions and energy efficiency standards and regulations can impact the demand for turbochargers in our Transportation Systems segment. Legislation or regulations regarding areas such as labor and employment, employee benefit plans, tax, health and safety matters, import, export and trade, intellectual property, product certification, product liability and environmental remediation may impact the results of each of our operating segments and our consolidated results.

Completed acquisitions may not perform as anticipated or be integrated as planned, and divestitures may not occur as planned.

We regularly review our portfolio of businesses and pursue growth through acquisitions and seek to divest non-core businesses. We may not be able to complete transactions on favorable terms, on a timely basis or at all. In addition, our results of operations and cash flows may be adversely impacted by (i) the failure of acquired businesses to meet or exceed expected returns, (ii) the discovery of unanticipated issues or liabilities, (iii) the failure to integrate acquired businesses into Honeywell on schedule and/or to achieve synergies in the planned amount or within the expected timeframe, (iv) the inability to dispose of non-core assets and businesses on satisfactory terms and conditions and within the expected timeframe, and (v) the degree of protection provided by indemnities from sellers of acquired companies and the obligations under indemnities provided to purchasers of our divested businesses.

We cannot predict with certainty the outcome of litigation matters, government proceedings and other contingencies and uncertainties.

We are subject to a number of lawsuits, investigations and disputes (some of which involve substantial amounts claimed) arising out of the conduct of our business, including matters relating to commercial transactions, government contracts, product liability (including asbestos), prior acquisitions and divestitures, employment, employee benefits plans, intellectual property, import and export matters and environmental, health and safety matters. Resolution of these matters can be prolonged and costly, and the ultimate results or judgments are uncertain due to the inherent uncertainty in litigation and other proceedings. Moreover, our potential liabilities are subject to change over time due to new developments, changes in settlement strategy or the impact of evidentiary requirements, and we may be required to pay damage awards or settlements, or become subject to damage awards or settlements, that could have a material adverse effect on our results of operations, cash flows and financial condition. While we maintain insurance for certain risks, the amount of our insurance coverage may not be adequate to cover the total amount of all insured

claims and liabilities. It also is

not possible to obtain insurance to protect against all our operational risks and liabilities. The incurrence of significant liabilities for which there is no or insufficient insurance coverage could adversely affect our results of operations, cash flows, liquidity and financial condition.

Our operations and the prior operations of predecessor companies expose us to the risk of material environmental liabilities.

Mainly because of past operations and operations of predecessor companies, we are subject to potentially material liabilities related to the remediation of environmental hazards and to claims of personal injuries or property damages that may be caused by hazardous substance releases and exposures. We have incurred remedial response and voluntary clean-up costs for site contamination and are a party to lawsuits and claims associated with environmental and safety matters, including past production of products containing hazardous substances. Additional lawsuits, claims and costs involving environmental matters are likely to continue to arise in the future. We are subject to various federal, state, local and foreign government requirements regulating the discharge of materials into the environment or otherwise relating to the protection of the environment. These laws and regulations can impose substantial fines and criminal sanctions for violations, and require installation of costly equipment or operational changes to limit emissions and/or decrease the likelihood of accidental hazardous substance releases. We incur, and expect to continue to incur capital and operating costs to comply with these laws and regulations. In addition, changes in laws, regulations and enforcement of policies, the discovery of previously unknown contamination or new technology or information related to individual sites, or the imposition of new clean-up requirements or remedial techniques could require us to incur costs in the future that would have a negative effect on our financial condition or results of operations.

Our expenses include significant costs related to employee and retiree health benefits.

With approximately 122,000 employees, including approximately 54,000 in the U.S., our expenses relating to employee health and retiree health benefits are significant. In recent years, we have experienced significant increases in certain of these costs, largely as a result of economic factors beyond our control, in particular, ongoing increases in health care costs well in excess of the rate of inflation. Continued increasing health-care costs, legislative or regulatory changes, and volatility in discount rates, as well as changes in other assumptions used to calculate retiree health benefit expenses, may adversely affect our financial position and results of operations.

Risks related to our defined benefit pension plans may adversely impact our results of operations and cash flow.

Significant changes in actual investment return on pension assets, discount rates, and other factors could adversely affect our results of operations and pension contributions in future periods. U.S. generally accepted accounting principles require that we calculate income or expense for the plans using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. Funding requirements for our U.S. pension plans may become more significant. However, the ultimate amounts to be contributed are dependent upon, among other things, interest rates, underlying asset returns and the impact of legislative or regulatory changes related to pension funding obligations. For a discussion regarding the significant assumptions used to estimate pension expense, including discount rate and the expected long-term rate of return on plan assets, and how our financial statements can be affected by pension plan accounting policies, see *Critical Accounting Policies* included in *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*.

Additional tax expense or additional tax exposures could affect our future profitability.

We are subject to income taxes in both the United States and various non-U.S. jurisdictions, and our domestic and international tax liabilities are dependent upon the distribution of income among these different jurisdictions. In 2009, our tax expense represented 26.5 percent of our income before

tax, and includes estimates of additional tax which may be incurred for tax exposures and reflects various estimates and assumptions, including assessments of future earnings of the Company that could effect the valuation of our deferred tax assets. Our future results could be adversely affected by changes in the effective tax rate as a result of a change in the mix of earnings in countries with differing statutory tax rates, changes in the overall profitability of the Company, changes in tax legislation, changes in the valuation of deferred tax assets and liabilities, the results of audits and examinations of previously filed tax returns and continuing assessments of our tax exposures.

Volatility of credit markets or macro-economic factors could adversely affect our business.

Changes in U.S. and global financial and equity markets, including market disruptions, limited liquidity, and interest rate volatility, may increase the cost of financing as well as the risks of refinancing maturing debt. In addition, our borrowing costs can be affected by short and long-term ratings assigned by independent rating agencies. A decrease in these ratings could increase our cost of borrowing.

Delays in our customers' ability to obtain financing, or the unavailability of financing to our customers, could adversely affect our results of operations and cash flow. The inability of our suppliers to obtain financing could result in the need to transition to alternate suppliers, which could result in significant incremental cost and delay, as discussed above. Lastly, disruptions in the U.S. and global financial markets could impact the financial institutions with which we do business.

Item 1B. Unresolved Staff Comments

Not Applicable

Item 2. Properties

We have approximately 1,300 locations consisting of plants, research laboratories, sales offices and other facilities. Our headquarters and administrative complex is located at Morris Township, New Jersey. Our plants are generally located to serve large marketing areas and to provide accessibility to raw materials and labor pools. Our properties are generally maintained in good operating condition. Utilization of these plants may vary with sales to customers and other business conditions; however, no major operating facility is significantly idle. We own or lease warehouses, railroad cars, barges, automobiles, trucks, airplanes and materials handling and data processing equipment. We also lease space for administrative and sales staffs. Our properties and equipment are in good operating condition and are adequate for our present needs. We do not anticipate difficulty in renewing existing leases as they expire or in finding alternative facilities.

Our principal plants, which are owned in fee unless otherwise indicated, are as follows:

Aerospace

Anniston, AL (leased)	South Bend, IN	Greer, SC
Glendale, AZ (leased)	Olathe, KS	Toronto, Canada
Phoenix, AZ	Minneapolis, MN (partially leased)	Raunheim, Germany
Tempe, AZ	Plymouth, MN	Penang, Malaysia
Tucson, AZ	Rocky Mount, NC	Singapore (leased)
Torrance, CA	Albuquerque, NM	Yeovil, UK (leased)
Clearwater, FL	Urbana, OH	

Automation and Control Solutions

Phoenix, AZ (leased)	Skaneateles Falls, NY	Juarez, Mexico (partially leased)
San Diego, CA (leased)	Suzhou, China	Tijuana, Mexico (leased)

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Northford, CT

Freeport, IL

St. Charles, IL (leased)

Golden Valley, MN

Mosbach, Germany

Neuss, Germany (leased)

Schonaich, Germany (leased)

Pune, India (leased)

Emmen, Netherlands

Newhouse, Scotland

Chihuahua, Mexico

Specialty Materials

Mobile, AL	Geismar, LA	Colonial Heights, VA
Des Plaines, IL	Shreveport, LA	Hopewell, VA
Metropolis, IL	Pottsville, PA	Spokane, WA
Baton Rouge, LA	Orange, TX	Seelze, Germany
	Chesterfield, VA	

Transportation Systems

Shanghai, China	Atessa, Italy	Mexicali, Mexico (partially leased)
Conde, France	Kodama, Japan	Bucharest, Romania
Glinde, Germany	Ansan, Korea (leased)	Barcelona, Spain
Waterford, Ireland		

Item 3. Legal Proceedings

We are subject to a number of lawsuits, investigations and claims (some of which involve substantial amounts) arising out of the conduct of our business. See a discussion of environmental, asbestos and other litigation matters in Note 21 of Notes to Financial Statements in Item 8. Financial Statements and Supplementary Data.

Environmental Matters Involving Potential Monetary Sanctions in Excess of \$100,000

The United States Environmental Protection Agency and the United States Department of Justice (federal authorities) are investigating whether the storage of certain sludges generated during uranium hexafluoride production at our Metropolis, Illinois facility has been in compliance with the requirements of the Resource Conservation and Recovery Act. The federal authorities have convened a grand jury in this matter. This storage issue was previously voluntarily disclosed to the Illinois Environmental Protection Agency, with whom Honeywell has been working to resolve the matter. The Company has met with the federal authorities and is cooperating fully with the investigation. Although the outcome of this matter cannot be predicted with certainty, we do not believe that it will have a material adverse effect on our consolidated financial position, consolidated results of operations or operating cash flows.

Item 4. Submission of Matters to a Vote of Security Holders

Not Applicable.

Executive Officers of the Registrant

The executive officers of Honeywell, listed as follows, are elected annually by the Board of Directors. There are no family relationships among them.

Name, Age, Date First Elected an Executive Officer	Business Experience
David M. Cote (a), 57 2002	Chairman of the Board and Chief Executive Officer since July 2002.
Alexandre Ismail, 44 2009	President and Chief Executive Officer Transportation Systems since April 2009. President Turbo Technologies from November 2008 to April 2009. President Global Passengers Vehicles from August 2006 to November 2008. Vice President and General Manager Turbo Technologies EMEA & India from September 2003 to August 2006.
Roger Fradin, 56 2004	President and Chief Executive Officer Automation and Control Solutions since January 2004.
Timothy O. Mahoney, 53 2009	President and Chief Executive Officer Aerospace since September 2009. Vice President Aerospace Engineering and Technology and Chief Technology Officer from March 2007 to August 2009. President of Air Transport and Regional from July 2005 to March 2007. Vice President and General Manager Aviation Aftermarket Services from July 2004 to July 2005.
Andreas C. Kramvis, 57 2008	President and Chief Executive Officer Specialty Materials since March 2008. President of Environmental and Combustion Controls from September 2002 to February 2008.
David J. Anderson, 60 2003	Senior Vice President and Chief Financial Officer since June 2003.
Larry E. Kittelberger, 61 2001	Senior Vice President Technology and Operations since October 2006. Senior Vice President Administration and Chief Information Officer from August 2001 to October 2006.
Katherine L. Adams, 45 2009	Senior Vice President and General Counsel since April 2009. Vice President and General Counsel from September 2008 to April 2009. Vice President and General Counsel for Specialty Materials from February 2005 to September 2008.
Mark R. James, 48 2007	Senior Vice President Human Resources and Communications since November 2007. Vice President of Human Resources and Communications for Aerospace from October 2004 to November 2007. Vice President of Human Resources for Aerospace Electronic Systems from March 2001 to October 2004.

(a)

Also a
Director.

Part II.

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market and dividend information for Honeywell's common stock is included in Note 26 of Notes to Financial Statements in Item 8. Financial Statements and Supplementary Data.

The number of record holders of our common stock at December 31, 2009 was 64,617.

Honeywell did not purchase any of its common stock, par value \$1 per share, for the year ending December 31, 2009. Under the Company's previously reported \$3.0 billion share repurchase program, \$1.3 billion remained available as of December 31, 2009 for additional share repurchases. The amount and timing of future repurchases may vary depending on market conditions and the level of operating and other investing activities.

Performance Graph

The following graph compares the five-year cumulative total return on our Common Stock to the total returns on the Standard & Poor's 500 Stock Index and a composite of Standard & Poor's Aerospace and Defense and Industrial Conglomerates indices, on an equally weighted basis (the Composite Index). The selection and weighting of the Aerospace and Defense component of the Composite Index was deemed appropriate in light of the fact that Honeywell's Aerospace segment has accounted for, on average, approximately 50% of our aggregate segment profit over the past three completed fiscal years. The selection and weighting of the Industrial Conglomerates component of the Composite Index reflects the diverse and distinct range of non-aerospace businesses conducted by Honeywell and their contribution to our overall segment profits. The annual changes for the five-year period shown in the graph are based on the assumption that \$100 had been invested in Honeywell stock and each index on December 31, 2004 and that all dividends were reinvested.

HONEYWELL INTERNATIONAL INC.**Item 6. Selected Financial Data**

	Years Ended December 31,				
	2009	2008	2007	2006	2005
	(Dollars in millions, except per share amounts)				
Results of Operations					
Net sales	\$ 30,908	\$ 36,556	\$ 34,589	\$ 31,367	\$ 27,652
Net income attributable to Honeywell	2,153	2,792	2,444	2,078	1,564
Per Common Share					
Earnings from continuing operations:					
Basic	2.86	3.79	3.20	2.53	1.85
Assuming dilution	2.85	3.76	3.16	2.51	1.84
Dividends	1.21	1.10	1.00	0.9075	0.825
Financial Position at Year-End					
Property, plant and equipment net	4,847	4,934	4,985	4,797	4,658
Total assets	36,004	35,490	33,805	30,941	31,633
Short-term debt	1,361	2,510	2,238	1,154	2,024
Long-term debt	6,246	5,865	5,419	3,909	3,082
Total debt	7,607	8,375	7,657	5,063	5,106
Shareowners equity(1)	8,954	7,269	9,293	9,777	10,806

- (1) For the year ended December 31, 2006 shareowners equity includes a reduction of \$1,512 related to the adoption of revised accounting guidance for Employers Accounting for Defined

Benefit
Pension and
Other
Postretirement
Plans .

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to help the reader understand the results of operations and financial condition of Honeywell International Inc. (Honeywell) for the three years ended December 31, 2009. All references to Notes relate to Notes to the Financial Statements in Item 8 Financial Statements and Supplementary Data .

CONSOLIDATED RESULTS OF OPERATIONS

Net Sales

	2009	2008	2007
	(Dollars in millions)		
Net sales	\$ 30,908	\$ 36,556	\$ 34,589
% change compared with prior year	(15)%	6%	

The change in net sales in 2009 and 2008 is attributable to the following:

	2009 Versus 2008	2008 Versus 2007
Volume	(14)%	%
Foreign Exchange	(2)	1
Acquisitions/Divestitures	1	3
Price		2
	(15)%	6%

A discussion of net sales by segment can be found in the Review of Business Segments section of this MD&A.

Cost of Products and Services Sold

	2009	2008	2007
	(Dollars in millions)		
Cost of products and services sold	\$ 23,185	\$ 27,994	\$ 26,300
% change compared with prior period	(17)%	6 %	
Gross margin %	25.0 %	23.4 %	24.0 %

Cost of products and services sold decreased by \$4,809 million or 17 percent in 2009 compared with 2008. The decrease is primarily due to lower sales as a result of the factors discussed within the Review of Business Segments section of this MD&A, lower material costs, reduced labor costs (reflecting reduced census, work scheduled reductions, benefits from prior repositioning actions and lower incentive compensation), the positive impact of indirect cost savings initiatives across each of our Business Segments and lower repositioning charges.

Gross margin increased by 1.6 percent in 2009 compared with 2008 primarily due to increases of 2.9 and 0.6 percent, respectively in our Specialty Materials and Automation & Controls Solutions segments, as a result of the cost savings initiatives discussed above and lower repositioning charges, partially offset by lower margins in our Transportation Systems and Aerospace Solutions segments of 3.2 and 0.7 percent, respectively, due to lower sales partially offset by the impact of cost savings initiatives.

Cost of products and services sold increased by \$1,694 million or 6 percent in 2008 compared with 2007. The increase is primarily due to higher sales as a result of the factors discussed within the Review of Business Segments section of this MD&A, acquisitions and higher repositioning charges, partially offset by lower pension and other post retirement benefits expense.

Gross margin decreased by 0.6 of a percentage point in 2008 compared with 2007 primarily due to (i) higher repositioning charges and (ii) decreases of 2.2 and 1.4 percent, respectively, in our Transportation Systems and Specialty Materials segments, primarily due to lower sales volume, partially offset by (i) lower pension and other post retirement benefits expense, (ii) higher margins in our Automation and Controls Solutions segment of 0.8 of a percentage point mainly resulting from productivity savings, and (iii) higher margins in our Aerospace segment of 0.2 of a percentage point mainly resulting from sales volume growth and increased prices.

Selling, General and Administrative Expenses

	2009	2008	2007
	(Dollars in millions)		
Selling, general and administrative expenses	\$ 4,341	\$ 5,033	\$ 4,565
Percent of sales	14.0 %	13.8 %	13.2 %

Selling general and administrative expenses (SG&A) as a percentage of sales increased by 0.2 of a percentage point in 2009 compared with 2008. The increase as a percentage of sales was driven by lower sales volumes, substantially offset by i) the positive impact of indirect cost savings initiatives across each of our Business Segments, ii) reduced labor costs (reflecting reduced census, work schedule reductions, benefits from prior repositioning actions and lower incentive compensation) and iii) lower repositioning charges, resulting in decreased SG&A expense of \$692 million.

SG&A as a percentage of sales increased by 0.6 of a percentage point in 2008 compared with 2007. The increase was primarily due to higher SG&A in our Automation and Control Solutions segment mainly due to acquisitions, partially offset by decreases in SG&A in our Specialty Materials and Aerospace segments mainly due to cost savings initiatives

and the positive impact of prior repositioning actions.

Other (Income)/Expense

	2009	2008	2007
	(Dollars in millions)		
Gain on sale of non-strategic businesses and assets	\$ (87)	\$ (635)	\$ (19)
Equity (income)/loss of affiliated companies	(26)	(63)	(10)
Interest income	(33)	(102)	(81)
Foreign exchange	45	52	34
Other (net)	46		7
Total	\$ (55)	\$ (748)	\$ (69)

Other income decreased by \$693 million in 2009 compared to 2008 primarily due to i) a lower gain on sale of non-strategic businesses and assets due to the gain on the sale of our Consumables Solutions business in 2008 partially offset by a gain related to the deconsolidation of a subsidiary within our Automation and Control Solutions segment in 2009 (See Note 4 to the financial statements) and ii) lower interest income primarily due to lower interest rates on cash balances.

Other income increased by \$679 million in 2008 compared to 2007 primarily due to a higher gain on sale of non-strategic businesses and assets representing the sale of our Consumables Solutions business and higher income from equity method investments (mainly in our Specialty Material segment).

Interest and Other Financial Charges

	2009	2008	2007
	(Dollars in millions)		
Interest and other financial charges	\$ 459	\$ 456	\$ 456
% change compared with prior year	1 %	%	

Interest and other financial charges increased 1 percent in 2009 compared with 2008 due to lower debt balances offset by higher borrowing costs on term debt. Interest and other financial charges were flat in 2008 compared to 2007 due to higher debt balances offset by lower borrowing costs.

Tax Expense

	2009	2008	2007
	(Dollars in millions)		
Tax expense	\$ 789	\$ 1,009	\$ 877
Effective tax rate	26.5 %	26.4 %	26.3 %

The effective tax rate increased by 0.1 of a percentage point in 2009 compared with 2008 due principally to a decreased impact from the settlement of audits, partially offset by increased benefits from (i) U.S. manufacturing incentives, (ii) U.S. tax credits and (iii) employee stock ownership plan dividends. The effective tax rate was lower than the U.S. statutory rate of 35 percent primarily due to earnings taxed at lower foreign rates.

The effective tax rate increased by 0.1 of a percentage point in 2008 compared with 2007 due principally to a higher overall state effective tax rate and a decreased impact from the settlement of audits, partially offset by a decrease in the foreign effective tax rate. The effective tax rate was lower than the U.S. statutory rate of 35 percent primarily due to earnings taxed at lower foreign tax rates.

In 2010, the effective tax could change based upon the Company's operating results and the outcome of tax positions taken regarding previously filed tax returns currently under audit by various Federal, State and foreign tax authorities, several of which may be finalized in the foreseeable future. The Company believes that it has adequate reserves for these matters, the outcome of which could materially impact the results of operations and operating cash flows in the period they are resolved.

Net Income Attributable to Honeywell

	2009	2008	2007
	(Dollars in millions, except per share amounts)		
Net income attributable to Honeywell	\$ 2,153	\$ 2,792	\$ 2,444
Earnings per share of common stock assuming dilution	\$ 2.85	\$ 3.76	\$ 3.16

The decrease of \$0.91 in earnings per share of common stock assuming dilution in 2009 compared with 2008 primarily relates to a decrease in segment profit in each of our business segments, decreased Other (Income) Expense, as discussed above, and an increase in the number of shares outstanding partially offset by lower repositioning charges.

The increase of \$0.60 in earnings per share of common stock assuming dilution in 2008 compared with 2007 primarily relates to (i) the gain on sale of the Consumables Solutions business, (ii) lower pension and other post retirement expense, (iii) an increase in segment profit (most significantly in Automation and Control Solutions and Aerospace, partially offset by a decline in Transportation Systems segment profit) and (iv) a reduction in the number of shares outstanding due to share repurchases, partially offset by increased repositioning costs.

For further discussion of segment results, see [Review of Business Segments](#) .

BUSINESS OVERVIEW

This Business Overview provides a summary of Honeywell and its four reportable operating segments (Aerospace, Automation and Control Solutions, Specialty Materials and Transportation Systems), including their respective areas of focus for 2010 and the relevant economic and other factors impacting their results, and a discussion of each segment's results for the three years ended December 31, 2009. Each of these segments is comprised of various product and service classes that serve multiple end markets. See Note 23 to the financial statements for further information on our reportable segments and our definition of segment profit.

Economic and Other Factors

In addition to the factors listed below with respect to each of our operating segments, our consolidated operating results are principally driven by:

- Impact of global economic growth rates (U.S., Europe and emerging regions) and industry conditions on demand in our key end markets;

- Overall sales mix, in

particular the
mix of
Aerospace
original
equipment
and
aftermarket
sales and the
mix of
Automation
and Control
Solutions
(ACS)
products and
services sales;

The extent to
which cost
savings from
productivity
actions are
able to offset
or exceed the
impact of
material and
non-material
inflation;

The impact of
the pension
discount rate
on pension
expense and
pension asset
returns on
funding
requirements;
and

The impact of
changes in
foreign
currency
exchange rate,
particularly
the U.S.
dollar-Euro
exchange rate.

Areas of Focus for 2010

The areas of focus for 2010, which are generally applicable to each of our operating segments, include:

Driving profitable growth by building innovative products that address customer needs;

Achieving sales growth, technological excellence and manufacturing capability through global expansion, especially focused on emerging regions in China, India and the Middle East;

Proactively managing raw material costs through formula and long term supply agreements, price increases and hedging activities, where feasible;

Driving cash flow conversion through effective working capital management and capital investment in our businesses, thereby enabling liquidity, repayment of debt, strategic acquisitions, and the ability to return value to shareholders;

Actively monitoring trends in short-cycle end markets, such as the Transportations Systems Turbo business, ACS Products businesses, Aerospace commercial aftermarket and Specialty Materials resins and chemicals, and continuing to take proactive cost actions;

Aligning and prioritizing investments in long-term growth vs. short-term demand volatility;

Driving productivity savings through execution of repositioning actions;

Maintaining reduced discretionary spending levels with focus on non-customer related costs;

Ensuring preparedness to maximize performance in response to the end of customer inventory de-stocking and/or improving end market conditions while controlling costs by proactively managing capacity utilization, supply chain and inventory demand;

Utilizing our enablers Honeywell Operating System (HOS), Functional Transformation and Velocity Product Development (VPD) to standardize the way we work,

increase quality and reduce the costs of product manufacturing, reduce costs and enhance the quality of our administrative functions and improve business operations through investments in systems and process improvements;

Monitoring both suppliers and customers for signs of liquidity constraints, limiting exposure to any resulting inability to meet delivery commitments or pay amounts due, and identifying alternate sources of supply as necessary; and

Managing Corporate costs, including costs incurred for asbestos and environmental matters, pension and other post-retirement expenses and our tax expense.

Review of Business Segments

	2009	2008	2007
	(Dollars in millions)		
Net Sales			
Aerospace	\$ 10,763	\$ 12,650	\$ 12,236
Automation and Control Solutions	12,611	14,018	12,478
Specialty Materials	4,144	5,266	4,866
Transportation Systems	3,389	4,622	5,009
Corporate	1		
	\$ 30,908	\$ 36,556	\$ 34,589
Segment Profit			
Aerospace	\$ 1,893	\$ 2,300	\$ 2,197
Automation and Control Solutions	1,588	1,622	1,405
Specialty Materials	605	721	658
Transportation Systems	156	406	583
Corporate	(145)	(204)	(189)
	\$ 4,097	\$ 4,845	\$ 4,654

A reconciliation of segment profit to income from continuing operations before taxes follows:

	2009	2008	2007
	(Dollars in millions)		
Segment profit	\$ 4,097	\$ 4,845	\$ 4,654
Other income (expense)(1)	29	685	69
Interest and other financial charges	(459)	(456)	(456)
Stock compensation expense(2),(3)	(118)	(128)	(65)
Pension and other postretirement benefits expense(2)	(93)	(113)	(322)
Repositioning and other charges(2)	(478)	(1,012)	(543)
Income from continuing operations before taxes	\$ 2,978	\$ 3,821	\$ 3,337

(1) Equity income/(loss) of affiliated companies was included in Segment Profit, on a prospective basis, commencing January 1, 2008. Other income/(expense) as presented above includes equity income of affiliated companies of \$10 million for the year ended December 31, 2007.

(2) Amounts included in cost of products and services sold and selling, general and administrative expenses.

- (3) Costs associated with restricted stock units (RSU) were excluded from Segment Profit, on a prospective basis, commencing January 1, 2008. Stock compensation expense, including RSU expense, totaled \$112 million for the year ended December 31, 2007. Stock option expense is included for all periods presented.

Aerospace

Overview

Aerospace is a leading global supplier of aircraft engines, avionics, and related products and services for aircraft manufacturers, airlines, aircraft operators, military services, and defense and space contractors. Our Aerospace products and services include auxiliary power units, propulsion engines, environmental control systems, engine controls, flight safety, communications, navigation, radar and surveillance systems, aircraft lighting, management and technical services, advanced systems and instruments, aircraft wheels and brakes and repair and overhaul services. Aerospace sells its products to original equipment (OE) manufacturers in the air transport, regional, business and general aviation aircraft segments, and provides spare parts and repair and maintenance services for the aftermarket (principally to aircraft operators). The United States Government is also a major customer for our defense and space products.

Economic and Other Factors

Aerospace operating results are principally driven by:

New aircraft production rates and delivery schedules set by commercial air transport, regional jet, business and general aviation OE

manufacturers,
as well as
airline
profitability
and retirement
of aircraft from
service;

Global demand
for commercial
air travel as
reflected in
global flying
hours and
utilization rates
for corporate
and general
aviation
aircraft, as well
as the demand
for spare parts
and
maintenance
and repair
services for
aircraft
currently in
use;

Level and mix
of U.S.
Government
appropriations
for defense and
space programs
and military
activity; and

Availability
and price
volatility of
raw materials
such as
titanium and
other metals.

Results of Operations

	2009	2008	2007
	(Dollars in millions)		
Net sales	\$ 10,763	\$ 12,650	\$ 12,236
% change compared with prior year	(15)%	3 %	
Segment profit	\$ 1,893	\$ 2,300	\$ 2,197
% change compared with prior year	(18)%	5 %	

Aerospace sales by major customer end-markets were as follows:

Customer End-Markets	% of Aerospace Sales			% Change in Sales	
	2009	2008	2007	2009 Versus 2008	2008 Versus 2007
Commercial:					
Air transport and regional original equipment	13 %	14 %	16 %	(21)%	(6)%
Air transport and regional aftermarket	22	23	22	(16)	4
Business and general aviation original equipment	7	11	11	(51)	5
Business and general aviation aftermarket	8	10	10	(27)	6
Defense and Space	50	42	41		6
Total	100 %	100 %	100 %	(15)%	3 %

2009 compared with 2008

Aerospace sales decreased by 15 percent in 2009. Details regarding the decrease in sales by customer end-markets are as follows:

Air transport and regional original equipment (OE) sales decreased by 21 percent in 2009. The decrease is driven by lower sales to

our OE
customers,
consistent with
production
rates and
platform mix,
and the impact
of divesting
our
Consumables
Solutions
business,
partially offset
by a 12
percent
increase in the
fourth quarter
of 2009 mainly
due to the
absence of a
strike at a
major OEM in
the fourth
quarter of
2008.

Air transport
and regional
aftermarket
sales
decreased by
16 percent in
2009 primarily
due to
decreased
sales of spare
parts and
lower
maintenance
activity driven
by the impact
of higher
parked aircraft
part utilization,
customer
inventory
reduction
initiatives and
decreased
flying hours of
approximately

2 percent, including a 1 percent increase in the fourth quarter. While we expect global flying hours to increase slightly in 2010, we expect aftermarket sales to remain soft in the first half of 2010 due to the continuation of inventory destocking and the rising number of parked aircraft.

Business and general aviation OE sales decreased by 51 percent in 2009 due to the decrease in new business jet deliveries reflecting rescheduling and cancellations of deliveries by OE customers.

Business and general aviation aftermarket sales decreased by 27 percent in 2009. The decrease was

primarily due to decreased sales of spare parts and lower revenue associated with maintenance service agreements, consistent with the decrease in business jet utilization. We started to see an increase in business jet utilization rates in the fourth quarter of 2009 and expect stabilization at these levels.

Defense and space sales were essentially unchanged in 2009, primarily due to higher sales of logistics services and original equipment for military platforms in the first nine months of 2009 offset by program completions. Delays in defense and space programs could impact the timing of sales in this

end- market
over the course
of 2010.

Aerospace segment profit decreased by 18 percent in 2009 compared to 2008 due primarily to lower sales as a result of the factors discussed above and inflation, partially offset by volume related material cost reductions and reduced labor costs (reflecting reduced census, work schedule reductions,

benefits from prior repositioning actions and lower incentive compensation), the positive impact of cost savings initiatives and increased prices.

2008 compared with 2007

Aerospace sales increased by 3 percent in 2008. Details regarding the net increase in sales by customer end-markets are as follows:

Air transport and regional original equipment (OE) sales decreased by 6 percent in 2008. The decrease was driven by the sale of our Consumables Solutions business, partially offset by increased deliveries to our air transport customers, notwithstanding a decrease in total aircraft production rates at major OEMs mainly due to a strike at a major OEM, which was settled in the fourth quarter of 2008.

Air transport and regional aftermarket sales increased by 4 percent in 2008 primarily due to increased volume, the price of spare parts and aftermarket growth driven

by flight hour growth. The growth rate in global flying hours slowed to 3 percent in 2008, including a 2 percent decline in the fourth quarter.

Business and general aviation OE sales increased by 5 percent in 2008 due to continued demand in the business jet end market as evidenced by an increase in new business jet deliveries, improved pricing and continued additions to the fractional ownership and charter fleets. In 2008, sales to this end- market primarily consisted of sales of Primus Epic integrated avionics systems and the TFE 731 and HTF 7000 engines.

Business and general aviation aftermarket sales increased by 6 percent in 2008. The increase was primarily due to increased

revenue under maintenance service agreements and higher sales of spare parts.

Defense and space sales increased by 6 percent in 2008. The increase was primarily due to logistics services (including the positive impact of the acquisition of Dimensions International, a defense logistics business), helicopter OE sales, an increase in government funded engineering related to the Orion (CEV) program, higher sales of specialty foam insulation, certain surface systems and classified space programs.

Aerospace segment profit increased by 5 percent in 2008 compared to 2007 due primarily to increased prices, productivity and sales volume growth. These increases are partially offset by inflation, the Consumables Solutions divestiture and higher spending to support new platform growth.

2010 Areas of Focus

Aerospace's primary areas of focus for 2010 include:

Focus on cost structure initiatives to

maintain
profitability in
the face of
challenging
commercial
aerospace
conditions;

Aligning
inventory,
production and
research and
development
with customer
demand and
production
schedules;

Expanding
sales and
operations in
international
locations;

Pursuit of new
defense and
space
platforms;

Continuing to
design
equipment that
enhances the
safety,
performance
and durability
of aerospace
and defense
equipment,
while reducing
weight and
operating costs;

Delivering
world-class
customer
service and
achieving cycle
and lead time
reduction to
improve

responsiveness
to customer
demand; and

Continued
deployment of
our common
enterprise
resource
planning (ERP)
system.

Automation and Control Solutions (ACS)

Overview

ACS provides innovative products and solutions that make homes, buildings, industrial sites and infrastructure more efficient, safe and comfortable. Our ACS products and services include controls for heating, cooling, indoor air quality, ventilation, humidification, lighting and home automation; advanced software applications for home/building control and optimization; sensors, switches, control systems and instruments for measuring pressure, air flow, temperature and electrical current; security, fire and gas detection; personal protection equipment; access control; video surveillance; remote patient monitoring systems; products for automatic identification and data collection, installation, maintenance and upgrades of systems that keep buildings safe, comfortable and productive; and automation and control solutions for industrial plants, including advanced software and automation systems that integrate, control and monitor complex processes in many types of industrial settings as well as equipment that controls, measures and analyzes natural gas production and transportation.

Economic and Other Factors

ACS's operating results are principally driven by:

Global
commercial
construction
(including
retrofits and
upgrades);

Demand for
residential
security and
environmental
control
retrofits and
upgrades;

Demand for
energy
efficient
products and
solutions;

Industrial
production;

Government
and public
sector
spending;

U.S. and
European

economic conditions;

Economic growth rates in developed (U.S. and Europe) and emerging markets;

The strength of capital and operating spending on process (including petrochemical and refining) and building automation;

Inventory levels in distribution channels; and

Changes to energy, fire, security, health care, safety and environmental concerns and regulations.

Results of Operations

	2009	2008	2007
	(Dollars in millions)		
Net sales	\$ 12,611	\$ 14,018	\$ 12,478
% change compared with prior year	(10)%	12 %	
Segment profit	\$ 1,588	\$ 1,622	\$ 1,405
% change compared with prior year	(2)%	15 %	

2009 compared with 2008

ACS sales decreased by 10 percent in 2009 compared with 2008, primarily due to decreased sales volume (reflecting slower global economic growth) and an unfavorable impact of foreign exchange of 4 percent, partially offset by a 3 percent growth from acquisitions.

Sales in our Products businesses decreased by 11 percent, including (i) lower volumes of sales in each of our businesses (excluding the impact of acquisitions) and (ii) the unfavorable impact of foreign exchange. Softness in residential and industrial end-markets was partially offset by the positive impact of acquisitions, most significantly Norcross Safety Products.

Sales in our Solutions businesses decreased by 9 percent primarily due to the unfavorable impact of foreign exchange and volume decreases largely due to softening demand as a

result of
customer
deferral of
capital and
operating
expenditures.
Orders
decreased
while backlog

increased in
2009.

Decreased
orders are
primarily
due to the
unfavorable
impact of
foreign
exchange,
softening
demand (as
noted above)
and order
timing and
delays.

Higher
backlog is
primarily
due to longer
duration
projects. The
impact of
these factors
was partially
offset by the
positive
impact of
acquisitions,
most
significantly
the RMG
Group.

ACS segment profit decreased by 2 percent in 2009 compared with 2008 principally due to the negative impact of lower sales as a result of the factors discussed above and inflation, partially offset by lower material costs, reduced labor costs (reflecting reduced census, work schedule reductions, benefits from prior repositioning actions and lower incentive compensation) and the positive impact of indirect cost savings initiatives. In the fourth quarter of 2009 these factors more than offset the impact of lower sales described above resulting in a 5 percent increase in segment profit.

2008 compared with 2007

ACS sales increased by 12 percent in 2008 compared with 2007, including 10 percent net growth from acquisitions and divestitures. Although foreign exchange had minimal impact on full year sales, there was a 9 percent negative impact of foreign exchange on fourth quarter sales.

Sales in our
Products
businesses
grew by 15
percent,

including (i) the positive impact of acquisitions, most significantly Norcross Safety Products, Metrologic Instruments, Hand Held Products Inc and Maxon Corporation, (ii) continued strong demand for life safety products, particularly fire systems and sensors and (iii) increased sales of our environmental and combustion products, driven by new products and demand for energy efficient controls, including growth across all regions. These factors were partially offset by decreases in sales volumes of our security (reflecting U.S. and European residential construction softness) and sensing and

controls
products (most
notably
automotive
customers),
reflecting
softness in the
U.S. and
Europe.

Sales in our
Solutions
businesses
increased by 8
percent
primarily due
to (i) volume
growth, driven
by continued
orders growth
and strong
conversion to
sales from our
orders backlog
and (ii) the
positive
impact of
acquisitions,
most
significantly
Enraf Holding
B.V.

ACS segment profit increased by 15 percent in 2008 compared with 2007 principally due to increased productivity savings, acquisitions, and improved pricing, partially offset by inflation.

2010 Areas of Focus

ACS's primary areas of focus for 2010 include:

Products and
solutions for
energy
efficiency and
asset
management;

Extending
technology
leadership:
lowest total

installed cost
and integrated
product
solutions;

Defending and
extending our
installed base
through
customer
productivity
and
globalization;

Sustaining
strong brand
recognition
through our
brand and
channel
management;

Centralization
and
standardization
of global
software
development
capabilities;

Continuing to
identify,
execute and
integrate
acquisitions in
or adjacent to
the markets
which we
serve;

Continuing to
establish and
grow emerging
markets
presence and
capability;

Continuing to
invest in new
product
development

and
introductions;
and

Continued
deployment of
our common
ERP system.

Specialty Materials

Overview

Specialty Materials develops and manufactures high-purity, high-quality and high-performance chemicals and materials for applications in the refining, petrochemical, automotive, healthcare, agricultural, packaging, refrigeration, appliance, housing, semiconductor, wax and adhesives

segments. Specialty Materials also provides process technology, products and services for the petroleum refining, gas processing technology, petrochemical and other industries. Specialty Materials product portfolio includes fluorocarbons, caprolactam, ammonium sulfate for fertilizer, specialty films, advanced fibers, customized research chemicals and intermediates, electronic materials and chemicals, catalysts, and adsorbents.

Economic and Other Factors

Specialty Materials operating results are principally driven by:

Level and timing of capital spending and capacity and utilization rates in refining and petrochemical end markets;

Degree of pricing volatility in raw materials such as benzene (the key component in phenol), fluorspar, natural gas, ethylene and sulfur;

Impact of environmental and energy efficiency regulations;

Extent of change in order rates from global semiconductor customers;

Global demand for non-ozone depleting Hydro fluorocarbons

(HFC s);

Condition of
the U.S.
residential
housing
industry;

Global demand
for
commodities
such as
caprolactam
and
ammonium
sulfate; and

Increasing
demand for
renewable
energy and
biofuels.

Results of Operations

	2009	2008	2007
	(Dollars in millions)		
Net sales	\$ 4,144	\$ 5,266	\$ 4,866
% change compared with prior year	(21)%	8 %	5 %
Segment profit	\$ 605	\$ 721	\$ 658
% change compared with prior year	(16)%	10 %	16 %

2009 compared with 2008

Specialty Materials sales decreased by 21 percent in 2009 compared to 2008 primarily driven by (i) a 32 percent decrease in Resins and Chemicals sales due to substantial price declines arising from pass through of lower raw materials costs, partially offset by increased volume (most notably in the fourth quarter), (ii) a 19 percent decrease in UOP sales due to customer deferrals of projects as a result of reduced demand for additional capacity in the refining and petrochemical industries as well as lower catalyst sales, (iii) a 22 percent decrease in Specialty Products sales most significantly due to continued demand softness across key customer end-markets, and (iv) an 11 percent decrease in Fluorine Products sales due to lower volume sales of refrigerants and insulating materials principally driven by customer inventory reduction initiatives and soft construction and original equipment manufacturing end markets, partially offset by price increases.

Specialty Materials segment profit decreased by 16 percent in 2009 compared with 2008. This decrease is principally due to lower sales as a result of the factors discussed above, partially offset by lower material costs, reduced labor costs (reflecting reduced census, work schedule reductions and lower incentive compensation), the positive impact of indirect cost savings initiatives and increased prices. In the fourth quarter of 2009 these factors more than offset the impact of lower sales described above resulting in a 56 percent increase in segment profit.

2008 compared with 2007

Specialty Materials sales increased by 8 percent in 2008 compared to 2007 primarily driven by (i) increased pricing reflecting the pass-through of higher raw material costs and other pricing actions (including benefits from formula based pricing arrangements), most significantly in Resins and

Chemicals and Fluorine Products, and (ii) an 8 percent increase in UOP sales as a result of higher volume sales in its products and projects businesses. Full year 2008 sales growth was partially offset by a 12 percent sales decline in revenue during the fourth quarter, primarily in our Resins and Chemicals business due to sharp declines in global demand for commodities such as caprolactam and ammonium sulfate.

Specialty Materials segment profit increased by 10 percent in 2008 compared with 2007. This increase is due principally to increased UOP, Fluorine Products and Resins and Chemicals sales as a result of the factors discussed above and higher income from our joint ventures, partially offset by the impacts of hurricanes Gustav and Ike and the fourth quarter sales decline noted below. Overall, the effects of increased pricing reflecting the pass-through of higher raw material costs and other pricing actions (including benefits from formula based pricing arrangements) and productivity gains more than offset raw material (most significantly sulfur) and other inflation.

2010 Areas of Focus

Specialty Materials primary areas of focus for 2010 include:

Continue to develop new processes, products and technologies that address energy efficiency, renewable energy sources, global warming, security regulations and position the portfolio for higher value;

Commercialize new products and technologies in the petrochemical, gas processing and refining industries;

Drive sales and marketing excellence and expand local presence in fast growing

emerging
markets;

Execution of
awarded
government
stimulus
projects and
pursuit of
additional
projects;

Manage
exposure to
raw material
commodity
fluctuations;
and

Prioritize
critical
investment to
increase plant
reliability and
attainment,
productivity,
quality and
operational
excellence.

Transportation Systems

Overview

Transportation Systems provides automotive products that improve the performance, efficiency, and appearance of cars, trucks, and other vehicles through state-of-the-art technologies, world class brands and global solutions to customers' needs. Transportation Systems' products include turbochargers and charge-air and thermal systems; car care products including anti-freeze (Prestone(R)), filters (Fram(R)), spark plugs (Autolite(R)), and cleaners, waxes and additives (Holts(R)); and brake hard parts and other friction materials (Bendix(R) and Jurid(R)). Transportation Systems sells its products to original equipment (OE) automotive and truck manufacturers (e.g., BMW, Caterpillar, Daimler, Renault, Ford, and Volkswagen), wholesalers and distributors and through the retail aftermarket.

Economic and Other Factors

Transportation Systems operating results are principally driven by:

Financial
strength and
stability of
automotive OE
manufacturers;

Global demand for automobile and truck production;

Turbo penetration rates for new engine platforms;

Global consumer preferences for boosted diesel passenger cars;

Degree of volatility in raw material prices, including nickel and steel;

New automobile production rates and the impact of customer inventory levels on demand for our products;

Automotive aftermarket trends such as consumer confidence, miles driven, and consumer preference for branded vs. private label aftermarket and car care products;

Regulations mandating lower emissions and improved fuel economy; and

Consumers ability to obtain financing for new vehicle purchases.

Results of Operations

	2009	2008	2007
	(Dollars in millions)		
Net sales	\$ 3,389	\$ 4,622	\$ 5,009
% change compared with prior year	(27)%	(8)%	
Segment profit	\$ 156	\$ 406	\$ 583
% change compared with prior year	(62)%	(30)%	

2009 compared with 2008

Transportation Systems sales decreased by 27 percent in 2009 compared with 2008, primarily due to lower volumes (driven by the ongoing challenging global automotive industry conditions) and the negative impact of foreign exchange in the first nine months of 2009.

Turbo Technologies sales decreased by 34 percent primarily due to lower sales volumes to both our commercial and light vehicle engine manufacturing customers and the negative impact of foreign exchange. Diesel penetration rates in Western Europe declined in the first nine months of 2009 and there was a shift in consumer preference towards lower displacement engines. Full year 2009 sales decline was partially offset by a 22 percent sales increase during the fourth quarter primarily due to the positive impact of foreign exchange and higher sales volumes to our light vehicle engine manufacturing customers. We

expect increased volumes to continue as we benefit from new platform launches scheduled in 2010.

CPG sales decreased by 8 percent primarily due to lower prices (primarily pass through of ethylene glycol cost decreases), lower volumes, and the negative impact of foreign exchange.

Friction Materials sales decreased by 24 percent primarily due to continued declines in sales volumes and the unfavorable impact of foreign exchange.

Transportation Systems segment profit decreased by 62 percent in 2009 compared with 2008 due principally to lower sales volume as a result of the factors discussed above partially offset by lower material costs, reduced labor costs (reflecting reduced census, work schedule reductions, benefits from prior repositioning actions and lower incentive compensation) and the positive impact of indirect cost savings initiatives. In the fourth quarter of 2009 these factors and increased Turbo Technologies volumes resulted in a \$66 million increase in Transportation Systems segment profit. We anticipate that new platform launches will translate into increased segment profit in 2010.

2008 compared with 2007

Transportation Systems sales decreased by 8 percent in 2008 compared with 2007, primarily due to lower volumes, most significantly in the second half of 2008, partially offset by the favorable impact of foreign exchange.

Turbo Technologies sales decreased by 9 percent primarily due to decreased volume from a broad decline in vehicle production due to challenging automotive industry conditions in the U.S. and Europe, which accelerated in the second half of 2008, impacting sales to both our commercial and light vehicle engine manufacturers, partially offset by the favorable impact of foreign exchange.

Consumer Products Group (CPG) sales decreased by 10 percent primarily due to lower sales of automotive aftermarket products reflecting lower miles driven and the impact of lower consumer confidence on discretionary

spending,
partially offset
by higher
prices
(including the
pass through of
ethylene glycol
cost increases).

Friction
Materials
sales were
essentially
unchanged,
primarily
due to the
favorable
impact of
foreign
exchange
and
increased
pricing
offset by
lower
original
equipment
and
aftermarket
product
sales
volume.

Transportation Systems segment profit decreased by 30 percent in 2008 compared with 2007 primarily due to volume declines, as discussed above, material and non-material cost inflation and investments in product development to support future Turbo platforms. These factors were partially offset by increased productivity and the favorable impact of foreign exchange.

2010 Areas of Focus

Transportation Systems primary areas of focus in 2010 include:

Sustaining
superior
turbocharger
technology
through
successful
platform
launches;

Maintaining
the high
quality of
current
products
while
executing new
product

introductions;

Increasing
global
penetration
and share of
diesel and
gasoline
turbocharger
OEM
demand;

Increasing
plant
productivity
to address
capacity
challenges
generated by
volatility in
product
demand and
OEM
inventory
levels;

Aligning cost
structure with
current
economic
outlook, and
successful
execution of
repositioning
actions;

Aligning
development
efforts and
costs with
new turbo
platform
launch
schedules; and

Continuing
global
expansion and
extension of
established
strong product

brands in
CPG.

Repositioning and Other Charges

See Note 3 to the financial statements for a discussion of repositioning and other charges incurred in 2009, 2008 and 2007. Our repositioning actions are expected to generate incremental pretax savings of approximately \$300 million in 2010 compared with 2009 principally from planned workforce reductions. Cash expenditures for severance and other exit costs necessary to execute our repositioning actions were \$200, \$157 and \$92 million in 2009, 2008 and 2007, respectively. Such expenditures for severance and other exit costs have been funded principally through operating cash flows. Cash expenditures for severance and other exit costs necessary to execute the remaining actions are expected to approximate \$225 million in 2010 and will be funded through operating cash flows.

The following tables provide details of the pretax impact of total net repositioning and other charges by segment.

	Years Ended December 31,		
	2009	2008	2007
	(Dollars in millions)		
Aerospace			
Net repositioning charge	\$ 31	\$ 84	\$ 37

	Years Ended December 31,		
	2009	2008	2007
	(Dollars in millions)		
Automation and Control Solutions			
Net repositioning charge	\$ 70	\$ 164	\$ 127

Years Ended December 31,
2009 2008 2007
(Dollars in millions)

Specialty Materials

Net repositioning charge	\$ 9	\$ 37	\$ 5
Business impairment charges			9
Probable and reasonably estimable environmental liabilities		5	
	\$ 9	\$ 42	\$ 14

Years Ended December 31,
2009 2008 2007
(Dollars in millions)

Transportation Systems

Net repositioning charge	\$ 61	\$ 103	\$ 19
Asbestos related litigation charges, net of insurance	112	125	100
Probable and reasonably estimable environmental liabilities		4	
Other		1	
	\$ 173	\$ 233	\$ 119

Years Ended December 31,
2009 2008 2007
(Dollars in millions)

Corporate

Net repositioning charge	\$	\$ 36	\$ 3
Asbestos related litigation charges, net of insurance	43		
Probable and reasonably estimable environmental liabilities	145	456	225
Other	7	(3)	18
	\$ 195	\$ 489	\$ 246

LIQUIDITY AND CAPITAL RESOURCES

The Company continues to manage its businesses to maximize operating cash flows as the primary source of liquidity. In addition to our available cash and operating cash flows, additional sources of liquidity include committed credit lines, short-term debt from the commercial paper market, long-term borrowings, and access to the public debt and equity markets, as well as the ability to sell trade accounts receivables. We continue to balance our cash and financing uses through investment in our existing core businesses, acquisition activity, share repurchases and dividends.

Cash Flow Summary

Our cash flows from operating, investing and financing activities, as reflected in the Consolidated Statement of Cash Flows for the years ended December 31, 2009, 2008 and 2007 are summarized as follows:

	2009	2008	2007
	(Dollars in millions)		
Cash provided by (used for):			
Operating activities	\$ 3,946	\$ 3,791	\$ 3,911
Investing activities	(1,133)	(2,023)	(1,782)
Financing activities	(2,152)	(1,370)	(1,574)
Effect of exchange rate changes on cash	75	(162)	50
Net increase in cash and cash equivalents	\$ 736	\$ 236	\$ 605

2009 compared with 2008

Cash provided by operating activities increased by \$155 million during 2009 compared with 2008 primarily due to a favorable impact from working capital of \$577 million (primarily due to lower inventory), lower cash taxes of \$449 million, and \$155 million from the sale of long term receivables partially offset by decreased earnings, receipts from the sale of insurance receivables of \$82 million in 2008 and higher repositioning payments of \$43 million.

Cash used for investing activities decreased by \$890 million during 2009 compared with 2008 primarily due to a \$1,713 million decrease in cash paid for acquisitions (most significantly the acquisition of Norcross and Metrolgic in 2008) and a \$275 million decrease in expenditures for property, plant, and equipment, partially offset by a \$908 million decrease in proceeds from sales of businesses (most significantly the divestiture of Consumables Solutions in 2008).

Cash used for financing activities increased by \$782 million during 2009 compared with 2008 primarily due to a net repayment of debt (including commercial paper) in 2009 of \$1,272 million compared to net proceeds (including commercial paper) of \$733 million in 2008, partially offset by a decrease in repurchases of common stock of \$1,459 million.

2008 compared with 2007

Cash provided by operating activities decreased by \$120 million during 2008 compared with 2007 primarily due to a decrease in accrued liabilities of \$475 million (decreased advances from customers and deferred income) and higher cash tax payments of \$336 million (most significantly due to the sale of the Consumables Solutions business) partially offset by increased earnings, lower cash payments for asbestos of \$121 million, and a decrease in working capital

(lower accounts and other receivable offset by higher accounts payable).

Cash used for investing activities increased by \$241 million during 2008 compared with 2007 due primarily to higher spending for acquisitions partially offset by higher proceeds from sales of businesses. In 2008, cash paid for acquisitions, net of cash acquired was \$2,181 million primarily for Safety Products Holding, Inc. (Norcross) and Metrologic Instruments, Inc. compared to \$1,150 million in 2007, primarily for our acquisitions of Dimensions International, Enraf Holding B.V., Hand Held Products, Inc, and Maxon Corporation. Cash proceeds from divestitures were \$909 million in 2008, compared to \$51 million in 2007 primarily due to the sale of Consumables Solutions.

Cash used for financing activities decreased by \$204 million during 2008 compared with 2007 primarily due to a \$2,527 million decrease in repurchases of common stock partially offset by decreases in net proceeds from debt (including commercial paper) of \$1,797 million and a decrease in proceeds from issuance of common stock primarily related to stock option exercises of \$457 million.

Liquidity

Each of our businesses is focused on implementing strategies to improve working capital turnover in 2010 to increase operating cash flows. Considering the current economic environment in which each of our businesses operate and our business plans and strategies, including our focus on growth, cost reduction and productivity initiatives, we believe that our cash balances and operating cash flows will remain our principal source of liquidity. In addition to our available cash and operating cash flows, additional sources of liquidity include committed credit lines, short term debt from the commercial paper markets, long-term borrowings, and access to the public debt and equity markets, as well as our ability to sell trade accounts receivables.

A source of liquidity is our ability to issue short-term debt in the commercial paper market. Commercial paper notes are sold at a discount and have a maturity of not more than 365 days from date of issuance. Borrowings under the commercial paper program are available for general corporate purposes as well as for financing potential acquisitions. There was \$298 million of commercial paper outstanding at December 31, 2009.

Our ability to access the commercial paper market, and the related cost of these borrowings, is affected by the strength of our credit rating and market conditions. Our credit ratings are periodically reviewed by the major independent debt-rating agencies. As of December 31, 2009, Standard and Poor's (S&P) Fitch and Moody's have ratings on our long-term debt of A and A and A2 respectively, and short-term debt of A-1, F1 and P1 respectively. S&P and Moody's have maintained Honeywell's ratings outlook as stable. Fitch's rating outlook is negative. In 2010, we will support our credit rating through debt repayments. To date, the company has not experienced any limitations in our ability to access these sources of liquidity. We maintain \$2.8 billion of committed bank revolving credit facilities in support of our commercial paper program, which is secured through mid-May 2012.

In May 2007 Honeywell entered into a \$2.8 billion Amended and Restated Five-Year Credit Agreement (Credit Agreement) with a syndicate of banks. Commitments under the Credit Agreement can be increased pursuant to the terms of the Credit Agreement to an aggregated amount not to exceed \$3.5 billion. This credit facility contains a \$700 million sub-limit for the issuance of letters of credit. The Credit Agreement is maintained for general corporate purposes, including support for the issuance of commercial paper. At December 31, 2009, there were no borrowings or letters of credit issued under the credit facility. The Credit Agreement does not restrict Honeywell's ability to pay dividends, nor does it contain financial covenants.

In February 2009, the Company issued \$600 million 3.875% Senior Notes due 2014 and \$900 million 5.00% Senior Notes due 2019 (collectively, the 2009 Senior Notes). The 2009 Senior Notes are senior unsecured and unsubordinated obligations of Honeywell and rank equally with all of Honeywell's existing and future senior unsecured debt and senior to all of Honeywell's subordinated debt. The offering resulted in gross proceeds of \$1.5 billion, offset by \$12 million in discount and issuance costs. Proceeds from the Senior Notes were used to repay outstanding commercial paper.

In August 2009, the Company completed the acquisition of the RMG Group (RMG Regel + Messtechnik GmbH), a natural gas measuring and control products, services and integrated solutions company which will be integrated into our Automation and Control Solutions segment. The purchase price, net of cash acquired, was approximately \$416 million and was funded using available cash.

We also have a current shelf registration statement filed with the Securities and Exchange Commission under which we may issue additional debt securities, common stock and preferred stock that may be offered in one or more

offerings on terms to be determined at the time of the offering. Net proceeds of any offering would be used for general corporate purposes, including repayment of existing indebtedness, capital expenditures and acquisitions.

We sell interests in designated pools of trade accounts receivables to third parties. In April 2009, we modified the terms of the trade accounts receivable program to permit the repurchase of receivables from the third parties at our discretion. This modification provides additional flexibility in the management of the receivable portfolio and also requires the receivables in the program to remain on the Company balance sheet. As a result, \$500 million of program receivables were reflected as Accounts, notes and other receivables with a corresponding amount recorded as Short-term borrowings in the Consolidated Balance Sheet. These short-term borrowings were repaid as of December 31, 2009.

We monitor the third-party depository institutions that hold our cash and cash equivalents on a daily basis. Our emphasis is primarily on safety of principal and secondarily on maximizing yield on those funds. We diversify our cash and cash equivalents among counterparties to minimize exposure to any one of these entities.

Current global economic conditions or the current tightening of credit could adversely affect our customers or suppliers ability to obtain financing, particularly in our long-cycle businesses and airline and automotive end markets. Customer or supplier bankruptcies, delays in their ability to obtain financing, or the unavailability of financing could adversely affect our cash flow or results of operations. To date we have not experienced material impacts from customer or supplier bankruptcy or liquidity issues. We continue to monitor and take measures to limit our exposure.

In addition to our normal operating cash requirements, our principal future cash requirements will be to fund capital expenditures, debt repayments, dividends, employee benefit obligations, environmental remediation costs, asbestos claims, severance and exit costs related to repositioning actions, share repurchases and any strategic acquisitions.

Specifically, we expect our primary cash requirements in 2010 to be as follows:

Capital expenditures we expect to spend approximately \$700 million for capital expenditures in 2010 primarily for cost reduction, maintenance, replacement, growth, and production and capacity expansion.

Debt repayments there are \$1,018 million of scheduled long-term debt maturities in 2010. We expect to refinance these maturities during 2010 utilizing

short-term debt and reduce overall debt balances.

Share repurchases Under the Company's previously announced \$3.0 billion share repurchase program, \$1.3 billion remained available as of December 31, 2009 for additional share repurchases. The amount and timing of repurchases may vary depending on market conditions and the level of operating and other investing activities. We do not anticipate any share repurchases during 2010.

Dividends we expect to pay approximately \$940 million in dividends on our common stock in 2010, reflecting a 4 percent increase in the number of shares outstanding.

Asbestos claims we expect our cash spending for asbestos claims and our cash receipts for related insurance recoveries to be

approximately \$654 and \$62 million, respectively, in 2010. See Asbestos Matters in Note 21 to the financial statements for further discussion.

Pension contributions In 2010, we are not required to make any contributions to our U.S. pension plans to satisfy minimum statutory funding requirements. However, we presently anticipate making voluntary contributions of approximately \$400 million of Honeywell common stock to the U.S. plan in 2010 to improve the funded status of our plans. We also expect to make contributions to our non-U.S. plans of approximately \$150 million in 2010. See Note 22 to the financial statements for further discussion of pension contributions.

Repositioning actions we expect that cash spending for severance and

other exit costs necessary to execute the previously announced repositioning actions will approximate \$225 million in 2010.

Environmental remediation costs we expect to spend approximately \$285 million in 2010 for remedial response and voluntary clean-up costs. See Environmental Matters in Note 21 to the financial statements for additional information.

We continuously assess the relative strength of each business in our portfolio as to strategic fit, market position, profit and cash flow contribution in order to upgrade our combined portfolio and identify business units that will most benefit from increased investment. We identify acquisition candidates that will further our strategic plan and strengthen our existing core businesses. We also identify businesses that do not fit into our long-term strategic plan based on their market position, relative profitability or growth potential. These businesses are considered for potential divestiture, restructuring or other repositioning actions subject to regulatory constraints. In 2008 we realized \$909 million in cash proceeds from sales of non-strategic businesses.

In July 2008, the Company completed the sale of its Consumables Solutions business to B/E Aerospace (B/E) for \$1.05 billion, consisting of approximately \$901 million in cash and six million shares of B/E common stock. As discussed in Note 3 to the financial statements, this transaction resulted in a pre- tax gain of \$623 million, \$417 million net of tax. These proceeds, along with our other sources and uses of liquidity, as discussed above, were utilized to invest in our existing core businesses and fund acquisition activity, share repurchases and dividends.

Based on past performance and current expectations, we believe that our operating cash flows will be sufficient to meet our future cash needs. Our available cash, committed credit lines, access to the public debt and equity markets as well as our ability to sell trade accounts receivables, provide additional sources of short-term and long-term liquidity to fund current operations, debt maturities, and future investment opportunities. Based on our current financial position and expected economic performance, we do not believe that our liquidity will be adversely impacted by an inability to access our sources of financing.

Contractual Obligations and Probable Liability Payments

Following is a summary of our significant contractual obligations and probable liability payments at December 31, 2009:

	Total(6)	Payments by Period			Thereafter
		2010	2011- 2012	2013- 2014	
			(Dollars in millions)		
Long-term debt, including capitalized leases(1)	\$ 7,264	\$ 1,018	\$ 926	\$ 1,211	\$ 4,109
Interest payments on long-term debt, including capitalized leases	3,140	297	489	374	1,980
Minimum operating lease payments	1,213	313	419	225	256
Purchase obligations(2)	1,595	806	481	211	97
Estimated environmental liability payments(3)	779	285	290	160	44
Asbestos related liability payments(4)	1,694	654	563	266	211
Asbestos insurance recoveries(5)	(1,003)	(62)	(113)	(100)	(728)

\$ 14,682 \$ 3,311 \$ 3,056 \$ 2,344 \$ 5,971

- (1) Assumes all long-term debt is outstanding until scheduled maturity.
- (2) Purchase obligations are entered into with various vendors in the normal course of business and are consistent with our expected requirements.
- (3) The payment amounts in the table only reflect the environmental liabilities which are probable and reasonably estimable as of December 31, 2009. See Environmental Matters in Note 21 to the financial statements for additional information.
- (4) These amounts are estimates of asbestos related cash payments for

NARCO and Bendix based on our asbestos related liabilities which are probable and reasonably estimable as of December 31, 2009. NARCO estimated payments are based on the terms and conditions, including evidentiary requirements, specified in the definitive agreements or agreements in principle and pursuant to Trust Distribution Procedures. Bendix payments are based on our estimate of pending and future

claims.

Projecting future events is subject to many uncertainties that could cause asbestos liabilities to be higher or lower than those projected and recorded. See Asbestos Matters in Note 21 to the financial statements for additional information.

- (5) These amounts represent probable insurance recoveries through 2018 based on our insurance recoveries that are deemed probable for asbestos related liabilities as of December 31, 2009. See Asbestos Matters in Note 21 to the financial statements for additional information.

- (6) The table excludes

\$720 million
of uncertain
tax positions.
See Note 6 to
the financial
statements.

The table also excludes our pension and other postretirement benefits (OPEB) obligations. During 2010, we plan to make additional voluntary contributions of Honeywell common stock to our U.S. plans to improve the funded status of our plans. We also expect to make contributions to our non-U.S. plans of approximately \$150 million in 2010. Beyond 2010, minimum statutory funding requirements for our U.S. pension plans may become significant. However, the actual amounts required to be contributed are dependent upon, among other things, interest rates, underlying asset returns and the impact of legislative or regulatory actions related to pension funding obligations. Payments due under our OPEB plans are not required to be funded in advance, but are paid as medical costs are incurred by covered retiree populations, and are principally dependent upon the future cost of retiree medical benefits under our plans. We expect our OPEB payments to approximate \$200 million in 2010 net of the benefit of approximately \$14 million from the Medicare prescription subsidy. See Note 22 to the financial statements for further discussion of our pension and OPEB plans.

Off-Balance Sheet Arrangements

Following is a summary of our off-balance sheet arrangements:

Guarantees We have issued or are a party to the following direct and indirect guarantees at December 31, 2009:

	Maximum Potential Future Payments (Dollars in millions)
Operating lease residual values	\$ 35
Other third parties financing	4
Unconsolidated affiliates financing	30
Customer financing	16
	\$ 85

We do not expect that these guarantees will have a material adverse effect on our consolidated results of operations, financial position or liquidity.

In connection with the disposition of certain businesses and facilities we have indemnified the purchasers for the expected cost of remediation of environmental contamination, if any, existing on the date of disposition. Such expected costs are accrued when environmental assessments are made or remedial efforts are probable and the costs can be reasonably estimated.

Retained Interests in Factored Pools of Trade Accounts Receivables As a source of liquidity, we sell interests in designated pools of trade accounts receivables to third parties. The sold receivables (\$500 million at December 31,

2008) are over-collateralized and we retain a subordinated interest in the pool of receivables representing that over-collateralization as well as an undivided interest in the balance of the receivables pools. The over-collateralization provides credit support to the purchasers of the receivable interest by limiting their losses in the event that a portion of the receivables sold becomes uncollectible. In April 2009, we modified the terms of the trade accounts receivable program to permit the repurchase of receivables from the third parties at our discretion. This modification provides additional flexibility in the management of the receivable portfolio and also requires the receivables in the program to remain on the Company balance sheet. As a result, \$500 million of program receivables were reflected as Accounts, notes and other receivables with a

corresponding amount recorded as Short-term borrowings in the Consolidated Balance Sheet. These short-term borrowings were repaid as of December 31, 2009.

Environmental Matters

We are subject to various federal, state, local and foreign government requirements relating to the protection of the environment. We believe that, as a general matter, our policies, practices and procedures are properly designed to prevent unreasonable risk of environmental damage and personal injury and that our handling, manufacture, use and disposal of hazardous substances are in accordance with environmental and safety laws and regulations. However, mainly because of past operations and operations of predecessor companies, we, like other companies engaged in similar businesses, have incurred remedial response and voluntary cleanup costs for site contamination and are a party to lawsuits and claims associated with environmental and safety matters, including past production of products containing hazardous substances. Additional lawsuits, claims and costs involving environmental matters are likely to continue to arise in the future.

With respect to environmental matters involving site contamination, we continually conduct studies, individually or jointly, with other potentially responsible parties, to determine the feasibility of various remedial techniques to address environmental matters. It is our policy (see Note 1 to the financial statements) to record appropriate liabilities for environmental matters when remedial efforts or damage claim payments are probable and the costs can be reasonably estimated. Such liabilities are based on our best estimate of the undiscounted future costs required to complete the remedial work. The recorded liabilities are adjusted periodically as remediation efforts progress or as additional technical or legal information becomes available. Given the uncertainties regarding the status of laws, regulations, enforcement policies, the impact of other potentially responsible parties, technology and information related to individual sites, we do not believe it is possible to develop an estimate of the range of reasonably possible environmental loss in excess of our recorded liabilities. We expect to fund expenditures for these matters from operating cash flow. The timing of cash expenditures depends on a number of factors, including the timing of litigation and settlements of remediation liability, personal injury and property damage claims, regulatory approval of cleanup projects, execution timeframe of projects, remedial techniques to be utilized and agreements with other parties.

Remedial response and voluntary cleanup payments were \$318, \$320 and \$267 million in 2009, 2008 and 2007, respectively, and are currently estimated to be approximately \$285 million in 2010. We expect to fund such expenditures from operating cash flow.

Remedial response and voluntary cleanup costs charged against pretax earnings were \$151, \$466 and \$230 million in 2009, 2008 and 2007, respectively. At December 31, 2009 and 2008, the recorded liabilities for environmental matters was \$779 and \$946 million, respectively. In addition, in 2009 and 2008 we incurred operating costs for ongoing businesses of approximately \$73 and \$69 million, respectively, relating to compliance with environmental regulations.

Although we do not currently possess sufficient information to reasonably estimate the amounts of liabilities to be recorded upon future completion of studies, litigation or settlements, and neither the timing nor the amount of the ultimate costs associated with environmental matters can be determined, they could be material to our consolidated results of operations or operating cash flows in the periods recognized or paid. However, considering our past experience and existing reserves, we do not expect that environmental matters will have a material adverse effect on our consolidated financial position.

See Note 21 to the financial statements for a discussion of our commitments and contingencies, including those related to environmental matters and toxic tort litigation.

Financial Instruments

As a result of our global operating and financing activities, we are exposed to market risks from changes in interest and foreign currency exchange rates and commodity prices, which may adversely affect our operating results and financial position. We minimize our risks from interest and foreign currency exchange rate and commodity price fluctuations through our normal operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. We do

not use derivative financial instruments for trading or other speculative purposes and do not use leveraged derivative financial instruments. A summary of our accounting policies for derivative financial instruments is included in Note 1 to the financial statements. We also hold investments in marketable equity securities, which exposes us to market volatility, as discussed in Note 16 to the financial statements.

We conduct our business on a multinational basis in a wide variety of foreign currencies. Our exposure to market risk from changes in foreign currency exchange rates arises from international financing activities between subsidiaries, foreign currency denominated monetary assets and liabilities and anticipated transactions arising from international trade. Our objective is to preserve the economic value of non-functional currency cash flows. We attempt to hedge transaction exposures with natural offsets to the fullest extent possible and, once these opportunities have been exhausted, through foreign currency forward and option agreements with third parties. Our principal currency exposures relate to the U.S. dollar, Euro, British pound, Canadian dollar, Hong Kong dollar, Mexican peso, Swiss franc, Czech koruna, Chinese renminbi, Indian rupee, and Singapore dollar.

Our exposure to market risk from changes in interest rates relates primarily to our net debt and pension obligations. As described in Notes 14 and 16 to the financial statements, we issue both fixed and variable rate debt and use interest rate swaps to manage our exposure to interest rate movements and reduce overall borrowing costs.

Financial instruments, including derivatives, expose us to counterparty credit risk for nonperformance and to market risk related to changes in interest or currency exchange rates. We manage our exposure to counterparty credit risk through specific minimum credit standards, diversification of counterparties, and procedures to monitor concentrations of credit risk. Our counterparties are substantial investment and commercial banks with significant experience using such derivative instruments. We monitor the impact of market risk on the fair value and expected future cash flows of our derivative and other financial instruments considering reasonably possible changes in interest and currency exchange rates and restrict the use of derivative financial instruments to hedging activities.

The following table illustrates the potential change in fair value for interest rate sensitive instruments based on a hypothetical immediate one-percentage-point increase in interest rates across all maturities, the potential change in fair value for foreign exchange rate sensitive instruments based on a 10 percent weakening of the U.S. dollar versus local currency exchange rates across all maturities, and the potential change in fair value of contracts hedging commodity purchases based on a 20 percent decrease in the price of the underlying commodity across all maturities at December 31, 2009 and 2008.

	Face or Notional Amount	Carrying Value(1)	Fair Value(1)	Estimated Increase (Decrease) In Fair Value
(Dollars in millions)				
December 31, 2009				
Interest Rate Sensitive Instruments				
Long-term debt (including current maturities)	\$ (7,264)	\$ (7,262)	\$ (7,677)	\$ (421)
Interest rate swap agreements	600	(2)	(2)	(23)
Foreign Exchange Rate Sensitive Instruments				
Foreign currency exchange contracts(2)	2,959	8	8	79

**Commodity Price Sensitive
Instruments**

Forward commodity contracts(3)	52	4	4	(10)
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December 31, 2008
Interest Rate Sensitive Instruments

Long-term debt (including current maturities)	\$ (6,888)	\$ (6,888)	\$ (7,082)	\$ (354)
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Interest rate swap agreements

**Foreign Exchange Rate Sensitive
Instruments**

Foreign currency exchange contracts(2)	3,030	(27)	(27)	126
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**Commodity Price Sensitive
Instruments**

Forward commodity contracts(3)	8	(4)	(4)	(1)
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- (1) Asset or (liability).
- (2) Changes in the fair value of foreign currency exchange contracts are offset by changes in the fair value or cash flows of underlying hedged foreign currency transactions.
- (3) Changes in the fair value of forward commodity contracts are offset by changes in the cash flows of underlying hedged commodity transactions.

The above discussion of our procedures to monitor market risk and the estimated changes in fair value resulting from our sensitivity analyses are forward-looking statements of market risk assuming certain adverse market conditions occur. Actual results in the future may differ materially from these estimated results due to actual developments in the global financial markets. The methods used by us to assess and mitigate risk discussed above should not be considered projections of future events.

CRITICAL ACCOUNTING POLICIES

The preparation of our consolidated financial statements in accordance with generally accepted accounting principles is based on the selection and application of accounting policies that require us to make significant estimates and assumptions about the effects of matters that are inherently uncertain. We consider the accounting policies discussed below to be critical to the understanding of our financial statements. Actual results could differ from our estimates and assumptions, and any such differences could be material to our consolidated financial statements.

We have discussed the selection, application and disclosure of these critical accounting policies with the Audit Committee of our Board of Directors and our Independent Registered Public Accountants. New accounting standards effective in 2009 which had a material impact on our consolidated financial statements are described in the Recent Accounting Pronouncements section in Note 1 to the financial statements.

Contingent Liabilities We are subject to a number of lawsuits, investigations and claims (some of which involve substantial dollar amounts) that arise out of the conduct of our global business operations or those of previously owned entities. These contingencies primarily relate to product liabilities (including asbestos), contractual matters, and environmental, health and safety matters. We recognize a liability for any contingency that is probable of occurrence and reasonably estimable. We continually assess the likelihood of any adverse judgments or outcomes to our contingencies, as well as potential amounts or ranges of probable losses, and recognize a liability, if any, for these contingencies based on a careful analysis of each matter with the assistance of outside legal counsel and, if applicable, other experts. Such analysis includes making judgments concerning matters such as the costs associated with environmental matters, the outcome of negotiations, the number and cost of pending and future asbestos claims, and the impact of evidentiary requirements. Because most contingencies are resolved over long periods of time, liabilities may change in the future due to new developments (including new discovery of facts, changes in legislation and outcomes of similar cases through the judicial system), changes in assumptions or changes in our settlement strategy. For a discussion of our contingencies related to environmental, asbestos and other matters, including management's judgment applied in the recognition and measurement of specific liabilities, see Notes 1 and 21 to the financial statements.

Asbestos Related Contingencies and Insurance Recoveries We are a defendant in personal injury actions related to products containing asbestos (refractory and friction products). We recognize a liability for any asbestos related contingency that is probable of occurrence and reasonably estimable. Regarding North American Refractories Company (NARCO) asbestos related claims, we accrue for pending claims based on terms and conditions, including evidentiary requirements, in definitive agreements or agreements in principle with current claimants. We also accrued for the probable value of future NARCO asbestos related claims through 2018 based on the disease criteria and payment values contained in the NARCO trust as described in Note 21 to the financial statements. In light of the inherent uncertainties in making long term projections regarding claims filing rates and disease manifestation, we do not believe that we have a reasonable basis for estimating NARCO asbestos claims beyond 2018. Regarding Bendix asbestos related claims, we accrue for the estimated value of

pending claims based on expected claim resolution values and historic dismissal rates. We also accrue for the estimated cost of future anticipated claims related to Bendix for the next five years based on our assessment of additional claims that may be brought against us and anticipated resolution values in the tort system. We value Bendix pending and future claims using the average resolution values for the previous four years. We will continue to update the expected resolution values used to estimate the cost of pending and future Bendix claims during the fourth quarter each year. For additional information see Note 21 to the financial statements. We continually assess the likelihood of any adverse judgments or outcomes to our contingencies, as well as potential ranges of probable losses and recognize a liability, if any, for these contingencies based on an analysis of each individual issue with the assistance of outside legal counsel and, if applicable, other experts.

In connection with the recognition of liabilities for asbestos related matters, we record asbestos related insurance recoveries that are deemed probable. In assessing the probability of insurance recovery, we make judgments concerning insurance coverage that we believe are reasonable and consistent with our historical experience with our insurers, our knowledge of any pertinent solvency issues surrounding insurers, various judicial determinations relevant to our insurance programs and our consideration of the impacts of any settlements with our insurers. At December 31, 2009, we have recorded insurance receivables of \$831 million that can be specifically allocated to NARCO related asbestos liabilities. We also have \$1.9 billion in coverage remaining for Bendix related asbestos liabilities although there are gaps in our coverage due to insurance company insolvencies, certain uninsured periods and insurance settlements. Our insurance is with both the domestic insurance market and the London excess market. While the substantial majority of our insurance carriers are solvent, some of our individual carriers are insolvent, which has been considered in our analysis of probable recoveries. Projecting future events is subject to various uncertainties that could cause the insurance recovery on asbestos related liabilities to be higher or lower than that projected and recorded. Given the inherent uncertainty in making future projections, we reevaluate our projections concerning our probable insurance recoveries in light of any changes to the projected liability, our recovery experience or other relevant factors that may impact future insurance recoveries. See Note 21 to the financial statements for a discussion of management's judgments applied in the recognition and measurement of insurance recoveries for asbestos related liabilities.

Defined Benefit Pension Plans We maintain defined benefit pension plans covering a majority of our employees and retirees. For financial reporting purposes, net periodic pension expense is calculated based upon a number of actuarial assumptions, including a discount rate for plan obligations and an expected long-term rate of return on plan assets. We determine the expected long-term rate of return on plan assets utilizing historic and expected plan asset returns over varying long-term periods combined with current market conditions and broad asset mix considerations (see Note 22 to the financial statements for details on the actual various asset classes and targeted asset allocation percentages for our pension plans). The discount rate reflects the market rate on December 31 (measurement date) for high-quality fixed-income investments with maturities corresponding to our benefit obligations and is subject to change each year. Further information on all our major actuarial assumption is included in Note 22 to the financial statements.

The key assumptions used in developing our 2009, 2008 and 2007 net periodic pension expense for our U.S. plans included the following:

	2009	2008	2007
Discount rate	6.95 %	6.50 %	6.00 %
Assets:			
Expected rate of return	9 %	9 %	9 %
Actual rate of return	20 %	(29 %)	9 %
Actual 10 year average annual compounded rate of return	4 %	4 %	9 %

The discount rate can be volatile from year to year because it is determined based upon prevailing interest rates as of the measurement date. We will use a 5.75 percent discount rate in 2010, reflecting the decrease in the market interest

rate environment since December 31, 2008. We plan to continue to use an expected rate of return on plan assets of 9 percent for 2010 as this is a long-term rate based on historical plan asset returns over varying long-term periods combined with current market conditions and broad asset mix considerations. The net losses for our pension plans were \$7.6 billion at December

31, 2009 compared with \$6.0 billion at December 31, 2008. This increase of \$1.6 billion is due primarily to lower discount rates in our plans partially offset by asset gains due to the performance of the equity markets in 2009. The net losses at December 31, 2009 principally result from lower discount rates in 2009 and actual plan asset returns below expected rates of return in 2008. As discussed in detail in Note 22 to the financial statements such losses have been recognized as a component of other comprehensive income (loss), net of tax. In the future we will continue to systematically recognize such net losses in net periodic pension expense. We use the market-related value of plan assets reflecting changes in the fair value of plan assets over a three-year period. Further, net losses in excess of 10 percent of the greater of the market-related value of plan assets or the plans' projected benefit obligation (the corridor) are recognized over a six-year period.

Changes in net periodic pension expense may occur in the future due to changes in our expected rate of return on plan assets and discount rate resulting from economic events. The following table highlights the sensitivity of our U.S. pension obligations and expense to changes in these assumptions, assuming all other assumptions remain constant:

Change in Assumption	Impact on Annual Pension Expense	Impact on PBO
0.25 percentage point decrease in discount rate	Increase \$50 million	Increase \$350 million
0.25 percentage point increase in discount rate	Decrease \$50 million	Decrease \$350 million
0.25 percentage point decrease in expected rate of return on assets	Increase \$27 million	
0.25 percentage point increase in expected rate of return on assets	Decrease \$27 million	

Net periodic pension expense for our pension plans is expected to be approximately \$820 million in 2010, a \$712 million increase from 2009 due principally to an increase in the amortization of net losses in our U.S. plans. The increase in the amortization of net losses results principally from asset losses due to the poor performance of the equity markets in 2008.

In 2009, 2008 and 2007 we were not required to make contributions to satisfy minimum statutory funding requirements in our U.S. pension plans. However, we made voluntary contributions of \$740, \$242 and \$42 million to our U.S. pension plans in 2009, 2008 and 2007, respectively, primarily to improve the funded status of our plans which deteriorated during 2008 due to the significant asset losses resulting from the poor performance of the equity markets. During 2010, we plan to make additional voluntary contributions of Honeywell common stock to our U.S. plans to improve the funded status of our plans. Beyond 2010, minimum statutory funding requirements for our U.S. pension plans may become significant. However, the actual amounts required to be contributed are dependent upon, among other things, interest rates, underlying asset returns and the impact of legislative or regulatory changes related to pension funding obligations. We also expect to contribute approximately \$150 to our non-U.S. defined benefit pension plans in 2010 to satisfy regulatory funding standards.

Long-Lived Assets (including Tangible and Definite-Lived Intangible Assets) To conduct our global business operations and execute our business strategy, we acquire tangible and intangible assets, including property, plant and equipment and definite-lived intangible assets. At December 31, 2009, the net carrying amount of these long-lived assets totaled \$6.6 billion. The determination of useful lives (for depreciation/amortization purposes) and whether or not these assets are impaired involves the use of accounting estimates and assumptions, changes in which could materially impact our financial condition or operating performance if actual results differ from such estimates and assumptions. We periodically evaluate the recoverability of the carrying amount of our long-lived assets whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset group may not be fully recoverable. The principal factors we consider in deciding when to perform an impairment review are as follows:

significant under-performance (i.e., declines in sales, earnings or cash flows) of a business or product line in relation to expectations;

annual operating plans or five-year strategic plans that indicate an unfavorable trend in operating performance of a business or product line;

significant negative industry or economic trends;
and

significant
changes
or
planned
changes
in our use
of the
assets.

Once it is determined that an impairment review is necessary, recoverability of assets is measured by comparing the carrying amount of the asset grouping to the estimated future undiscounted cash flows. If the carrying amount exceeds the estimated future undiscounted cash flows, the asset grouping is considered to be impaired. The impairment is then measured as the difference between the carrying amount of the asset grouping and its fair value. We endeavor to utilize the best information available to measure fair value, which is usually either market prices (if available), level 1 or level 2 in the fair value hierarchy or an estimate of the future discounted cash flow, level 3 of the fair value hierarchy. The key estimates in our discounted cash flow analysis include expected industry growth rates, our assumptions as to volume, selling prices and costs, and the discount rate selected. As described in more detail in Note 16 to the financial statements, we have recorded impairment charges related to long-lived assets of \$28 and \$78 million in 2009 and 2008, respectively, principally related to manufacturing plant and equipment in facilities scheduled to close or be downsized.

Goodwill Impairment Testing Goodwill represents the excess of acquisition costs over the fair value of the net tangible assets and identifiable intangible assets acquired in a business combination. Goodwill is not amortized, but is subject to impairment testing. Our Goodwill balance, \$10.5 billion as of December 31, 2009, is subject to impairment testing annually as of March 31, or whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. This testing compares carrying values to fair values and, when appropriate, the carrying value is reduced to fair value. The fair value of our reporting units is estimated utilizing a discounted cash flow approach utilizing cash flow forecasts in our five year strategic and annual operating plans adjusted for terminal value assumptions. This impairment test involves the use of accounting estimates and assumptions, changes in which could materially impact our financial condition or operating performance if actual results differ from such estimates and assumptions. To address this uncertainty we perform sensitivity analysis on key estimates and assumptions.

We completed our annual impairment test as of March 31, 2009 and determined that there was no impairment as of that date. Given the significant changes in the business climate and decline in mid-range forecasts for certain of our reporting units we re-tested goodwill for impairment in the second half of 2009. No impairment was indicated by this interim test. However, significant negative industry or economic trends, disruptions to our business, unexpected significant changes or planned changes in use of the assets, divestitures and market capitalization declines may have a negative effect on the fair value of our reporting units.

Income Taxes Deferred tax assets and liabilities are determined based on the difference between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Our provision for income taxes is based on domestic and international statutory income tax rates in the jurisdictions in which we operate. Significant judgment is required in determining income tax provisions as well as deferred tax asset and liability balances, including the estimation of valuation allowances and the evaluation of tax positions.

As of December 31, 2009, we recognized a net deferred tax asset of \$3,028 million, less a valuation allowance of \$578 million. Net deferred tax assets are primarily comprised of net deductible temporary differences, net operating loss carryforwards and tax credit carryforwards that are available to reduce taxable income in future periods. The determination of the amount of valuation allowance to be provided on recorded deferred tax assets involves estimates regarding (1) the timing and amount of the reversal of taxable temporary differences, (2) expected future taxable

income, and (3) the impact of tax planning strategies. A valuation allowance is established to offset any deferred tax assets if, based upon the available evidence it is more likely than not that some or all of the deferred tax asset will not be realized. In assessing the need for a valuation allowance, we consider all available positive and negative evidence, including past operating results, projections of future taxable income and the feasibility of ongoing tax planning strategies. The projections of future taxable income include a number of estimates and assumptions regarding our volume, pricing and costs. Additionally, valuation allowances related to deferred tax assets can be impacted by changes to tax laws.

Our net deferred tax asset of \$3,028 million is comprised of \$2,132 million related to U.S. operations and \$896 million related to non-U.S. operations. The U.S. net deferred tax asset of \$2,132

million is comprised of net deductible temporary differences, tax credit carryforwards and state tax net operating losses which we believe will more likely than not be realized through the generation of future taxable income in the U.S. and tax planning strategies. We maintain a valuation allowance of \$8 million against such asset related to state net operating losses. The non-U.S. net deferred tax asset of \$896 million is comprised principally of net operating and capital loss carryforwards, mainly in Germany, Luxembourg, Netherlands and the United Kingdom. We maintain a valuation allowance of \$570 million against these deferred tax assets reflecting our historical experience and lower expectations of taxable income over the applicable carryforward periods. As more fully described in Note 6 to the financial statements, our valuation allowance increased by \$133 million in 2009 and decreased by \$45 million and \$26 million in 2008 and 2007, respectively. In the event we determine that we will not be able to realize our net deferred tax assets in the future, we will reduce such amounts through a charge to income in the period such determination is made. Conversely, if we determine that we will be able to realize net deferred tax assets in excess of the carrying amounts, we will decrease the recorded valuation allowance through a credit to income in the period that such determination is made.

Significant judgment is required in determining income tax provisions and in evaluating tax positions. We establish additional provisions for income taxes when, despite the belief that tax positions are fully supportable, there remain certain positions that do not meet the minimum probability threshold, as defined by the authoritative guidance for uncertainty in income taxes, which is a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority. In the normal course of business, the Company and its subsidiaries are examined by various Federal, State and foreign tax authorities. We regularly assess the potential outcomes of these examinations and any future examinations for the current or prior years in determining the adequacy of our provision for income taxes. We continually assess the likelihood and amount of potential adjustments and adjust the income tax provision, the current tax liability and deferred taxes in the period in which the facts that give rise to a revision become known.

Sales Recognition on Long-Term Contracts In 2009, we recognized approximately 15 percent of our total net sales using the percentage-of-completion method for long-term contracts in our Automation and Control Solutions, Aerospace and Specialty Materials segments. These long-term contracts are measured on the cost-to-cost basis for engineering-type contracts and the units-of-delivery basis for production-type contracts. Accounting for these contracts involves management judgment in estimating total contract revenue and cost. Contract revenues are largely determined by negotiated contract prices and quantities, modified by our assumptions regarding contract options, change orders, incentive and award provisions associated with technical performance and price adjustment clauses (such as inflation or index-based clauses). Contract costs are incurred over a period of time, which can be several years, and the estimation of these costs requires management judgment. Cost estimates are largely based on negotiated or estimated purchase contract terms, historical performance trends and other economic projections. Significant factors that influence these estimates include inflationary trends, technical and schedule risk, internal and subcontractor performance trends, business volume assumptions, asset utilization, and anticipated labor agreements. Revenue and cost estimates are regularly monitored and revised based on changes in circumstances. Anticipated losses on long-term contracts are recognized when such losses become evident. We maintain financial controls over the customer qualification, contract pricing and estimation processes to reduce the risk of contract losses.

OTHER MATTERS

Litigation

See Note 21 to the financial statements for a discussion of environmental, asbestos and other litigation matters.

Recent Accounting Pronouncements

See Note 1 to the financial statements for a discussion of recent accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Information relating to market risk is included in Item 7. Management Discussion and Analysis of Financial Condition and Results of Operations under the caption Financial Instruments .

Item 8. Financial Statements and Supplementary Data

HONEYWELL INTERNATIONAL INC.
CONSOLIDATED STATEMENT OF OPERATIONS

	Years Ended December 31,		
	2009	2008	2007
	(Dollars in millions, except per share amounts)		
Product sales	\$ 23,914	\$ 29,212	\$ 27,805
Service sales	6,994	7,344	6,784
Net sales	30,908	36,556	34,589
Costs, expenses and other			
Cost of products sold	18,637	23,043	21,629
Cost of services sold	4,548	4,951	4,671
	23,185	27,994	26,300
Selling, general and administrative expenses	4,341	5,033	4,565
Other (income) expense	(55)	(748)	(69)
Interest and other financial charges	459	456	456
	27,930	32,735	31,252
Income from continuing operations before taxes	2,978	3,821	3,337
Tax expense	789	1,009	877
Net income	2,189	2,812	2,460
Less: Net income attributable to the noncontrolling interest	36	20	(16)
Net income attributable to Honeywell	\$ 2,153	\$ 2,792	\$ 2,444
Earnings per share of common stock basic	\$ 2.86	\$ 3.79	\$ 3.20
Earnings per share of common stock assuming dilution	\$ 2.85	\$ 3.76	\$ 3.16

The Notes to Financial Statements are an integral part of this statement.

**HONEYWELL INTERNATIONAL INC.
CONSOLIDATED BALANCE SHEET**

December 31,
2009 **2008**
(Dollars in millions)

ASSETS

Current assets:

Cash and cash equivalents	\$ 2,801	\$ 2,065
Accounts, notes and other receivables	6,274	6,129
Inventories	3,446	3,848
Deferred income taxes	1,034	922
Other current assets	381	299
Total current assets	13,936	13,263
Investments and long-term receivables	579	670
Property, plant and equipment net	4,847	4,934
Goodwill	10,494	10,185
Other intangible assets net	2,174	2,267
Insurance recoveries for asbestos related liabilities	941	1,029
Deferred income taxes	2,017	2,135
Other assets	1,016	1,007
Total assets	\$ 36,004	\$ 35,490

LIABILITIES

Current liabilities:

Accounts payable	\$ 3,633	\$ 3,773
Short-term borrowings	45	56
Commercial paper	298	1,431
Current maturities of long-term debt	1,018	1,023
Accrued liabilities	6,153	6,006
Total current liabilities	11,147	12,289
Long-term debt	6,246	5,865
Deferred income taxes	542	698
Postretirement benefit obligations other than pensions	1,594	1,799
Asbestos related liabilities	1,040	1,538
Other liabilities	6,481	6,032

SHAREOWNERS EQUITY

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Capital common stock Authorized 2,000,000,000 shares (Par value \$1 per share):		
issued 957,599,900	958	958
additional paid-in capital	3,823	3,994
Common stock held in treasury, at cost:		
2009 193,390,602 shares; 2008 223,013,668 shares	(8,995)	(10,206)
Accumulated other comprehensive income (loss)	(4,429)	(3,809)
Retained earnings	17,487	16,250
Total Honeywell shareowners equity	8,844	7,187
Noncontrolling interest	110	82
Total shareowners equity	8,954	7,269
Total liabilities and shareowners equity	\$ 36,004	\$ 35,490

The Notes to Financial Statements are an integral part of this statement.

HONEYWELL INTERNATIONAL INC.
CONSOLIDATED STATEMENT OF CASH FLOWS

	Years Ended December 31,		
	2009	2008	2007
	(Dollars in millions)		
Cash flows from operating activities:			
Net income attributable to Honeywell	\$ 2,153	\$ 2,792	\$ 2,444
Adjustments to reconcile net income attributable to Honeywell to net cash provided by operating activities:			
Depreciation and amortization	957	903	837
Gain on sale of non-strategic businesses and assets	(87)	(635)	(19)
Repositioning and other charges	478	1,012	543
Net payments for repositioning and other charges	(658)	(446)	(504)
Pension and other postretirement expense	93	113	322
Pension and other postretirement payments	(189)	(214)	(300)
Stock compensation expense	118	128	112
Deferred income taxes	371	115	332
Excess tax benefits from share based payment arrangements	(1)	(21)	(86)
Other	261	81	133
Changes in assets and liabilities, net of the effects of acquisitions and divestitures:			
Accounts, notes and other receivables	344	392	(467)
Inventories	479	(161)	(183)
Other current assets	(31)	25	17
Accounts payable	(167)	(152)	397
Accrued liabilities	(175)	(141)	333
Net cash provided by operating activities	3,946	3,791	3,911
Cash flows from investing activities:			
Expenditures for property, plant and equipment	(609)	(884)	(767)
Proceeds from disposals of property, plant and equipment	31	53	98
Increase in investments	(24)	(6)	(20)
Decrease in investments	1	18	6
Cash paid for acquisitions, net of cash acquired	(468)	(2,181)	(1,150)
Proceeds from sales of businesses, net of fees paid	1	909	51
Other	(65)	68	
Net cash used for investing activities	(1,133)	(2,023)	(1,782)

Cash flows from financing activities:

Net (decrease)/increase in commercial paper	(1,133)	(325)	1,078
Net decrease in short-term borrowings	(521)	(1)	(3)
Payments of debt assumed with acquisitions			(40)
Proceeds from issuance of common stock	37	146	603
Proceeds from issuance of long-term debt	1,488	1,487	1,885
Payments of long-term debt	(1,106)	(428)	(430)
Excess tax benefits from share based payment arrangements	1	21	86
Repurchases of common stock		(1,459)	(3,986)
Cash dividends paid	(918)	(811)	(767)
Net cash used for financing activities	(2,152)	(1,370)	(1,574)
Effect of foreign exchange rate changes on cash and cash equivalents	75	(162)	50
Net increase in cash and cash equivalents	736	236	605
Cash and cash equivalents at beginning of period	2,065	1,829	1,224
Cash and cash equivalents at end of period	\$ 2,801	\$ 2,065	\$ 1,829

The Notes to Financial Statements are an integral part of this statement.

HONEYWELL INTERNATIONAL INC.
CONSOLIDATED STATEMENT OF SHAREOWNERS EQUITY

	Years Ended December 31,					
	2009		2008		2007	
	Shares	\$	Shares	\$	Shares	\$
	(in millions)					
Common stock, par value	957.6	958	957.6	958	957.6	958
Additional paid-in capital						
Beginning balance		3,994		4,014		3,845
Issued for employee savings and option plans		(99)		(56)		54
Contributed to pension plans		(190)		(90)		
Stock-based compensation expense		118		128		112
Other owner changes				(2)		3
Ending balance		3,823		3,994		4,014
Treasury stock						
Beginning balance	(223.0)	(10,206)	(211.0)	(9,479)	(157.0)	(6,339)
Reacquired stock or repurchases of common stock			(27.4)	(1,459)	(74.2)	(3,987)
Issued for employee savings and option plans	6.6	281	9.0	427	20.0	837
Contributed to pension plans	23.0	930	6.1	290		

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Other owner changes			0.3	15	0.2	10
Ending balance	(193.4)	(8,995)	(223.0)	(10,206)	(211.0)	(9,479)
Retained earnings						
Beginning balance		16,250		14,273		12,563
Net income attributable to Honeywell		2,153		2,792		2,444
Dividends paid on common stock		(916)		(815)		(767)
Uncertain tax positions						33