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Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549  
Attention: Ms. Elizabeth M. Murphy, Secretary  
Via e-mail: [rule-comments@sec.gov](mailto:rule-comments@sec.gov)

**Re: Proposed Amendment to New York Stock Exchange Rule 452 (Release No. 34-59464; File No. SR-NYSE-2006-92)**

Honeywell International Inc. appreciates the opportunity to comment on the New York Stock Exchange ("NYSE") proposal to amend NYSE Rule 452 to eliminate broker discretionary voting in director elections. As an issuer of publicly traded securities, we believe that a strong proxy voting system is essential to effective governance. However, we believe that the current proposal should not be adopted in isolation, but rather should be considered as part of a comprehensive, balanced review of the overall proxy voting system that includes an evaluation of alternative and/or supplemental reforms.

Other potential reforms that we believe merit consideration by the Commission include: client directed voting, proportional voting, revision of the notice and access rules to permit the inclusion of a voting instruction card and return envelope in the initial mailing, elimination of the distinction between objecting and non-objecting beneficial owners to allow companies to communicate directly with all shareowners, and appropriate regulation of proxy advisory firms, including adequate and uniform disclosure of conflicts of interest and business practices and processes.

We respectfully request that the Commission refrain from taking any action with respect to the current proposal until it can be considered along with alternative and/or supplemental reforms such as the ones referenced above as part of a comprehensive, balanced review of the overall proxy voting system. Eliminating discretionary broker voting without consideration of alternative and/or supplemental reforms will suppress the voice of individual investors and even further amplify the impact of the largely unregulated proxy advisors that vote on behalf of many institutional investors.

Sincerely,

