18-02380-FOIA

**foiapa**

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**From:** Request@ip-10-170-25-93.ec2.internal
**Sent:** Tuesday, July 03, 2018 8:39 PM
**To:** foiapa
**Subject:** Request for Document from Hutton, Amy

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JUL 05 2018
Office of
FOIA Services

Dr. Amy Hutton
Carroll School of Management, Boston College Chestnut Hill, Massachusetts 02467 United States

[redacted]

Request:
COMP_NAME: HONEYWELL INTERNATIONAL INC
DOC_DATE: 1/1/2001 to 12/31/2006
CIK_NUM: 0000773840
TYPE: Comment letters
FEE_AUTHORIZED: Other Amount $: $0
FEE_WAIVER_REQUESTED: Yes
FEE_WAIVER_COMMENT: We are a team of researchers at Boston College planning to explore the effects of making SEC comment letters publicly available. In particular, we are seeking to document how timely and broader public access to SEC comment letters created a more level playing field for all investors. To undertake this research we need access to both the publicly disclosed SEC comment letters and the comment letters that were issued but not made public (issued prior to 2005). Our sample consists of S&P 500 firms. We can easily obtain the treatment sample, i.e., firms whose SEC comments letters are publicly available. We would like your help in obtaining the SEC comment letters that were issued but not publicly available on Edgar (control sample). Having both samples will enable us to conduct rigorous tests to assess the effects resulting from the letters becoming publicly available. We believe this research will help regulators, academics and the general investing public b etter understand the role played by the SEC disclosure rules and their implications.
EXPEDITED_SERVICE_REQUESTED: No

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2465

Office of FOIA Services

August 14, 2018

Dr. Amy P. Hutton
Boston College
Carroll School of Management
Chestnut Hill, MA 02467

RE: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. **18-02380-FOIA**

Dear Dr. Hutton:

This letter is in response to your request, dated July 3, 2018 and received in this office on July 5, 2018, for comment letters concerning Honeywell International, Inc., from January 1, 2001 to December 31, 2006.

The search for responsive records has resulted in the retrieval of 12 pages of records that may be responsive to your request. They are being provided to you with this letter.

If you have any questions, please contact me at morrowa@sec.gov or (202) 551-8376. You may also contact me at foiapa@sec.gov or (202) 551-7900. You also have the right to seek assistance from Jeffery Ovall as a FOIA Public Liaison or contact the Office of Government Information Services (OGIS) for dispute resolution services. OGIS can be reached at 1-877-684-6448 or Archives.gov or via e-mail at ogis@nara.gov.

Sincerely,
Alysia Morrow
Alysia Morrow
FOIA Research Specialist

Enclosures

Mail Stop 03-05

May 21, 2002

Via Fax and U.S. Mail

Victor P. Patrick
Vice President, Secretary and Deputy General Counsel
Honeywell International Inc.
101 Columbia Road
Morris Township, NJ 07962-2497

Re: Honeywell International Inc.
Registration Statement on Form S-3
File No. 333-86874, filed on 4/24/2002

Dear Mr. Patrick:

We have reviewed your filings and have the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Risk Factors, pages 3-4

1. We note that you obtain proceeds from various credit facilities, debt securities, and other debt obligations. If you regard it as a material risk, consider adding a risk factor that discusses any restrictions imposed by these debt arrangements on your ability to issue more debt or pursue business opportunities.

About 40% of Our Sales Are to Aerospace Customers, page 3

2. It appears appropriate and relevant to include in this section the information disclosed in your MD&A of your Form 10-K that assesses the effect of the September 11 attacks on your aerospace sales and that describes your efforts to mitigate that impact.

We are Subject to Litigation that Could Result in Significant Expenditures, page 4

3. Consider disclosing here the nature of any material claims to which you are currently subject.

Description of Preferred Stock, page 10

4. Delete the first sentence of the last paragraph. Alternately, name the counsel on whose opinion you are relying and file an opinion with the next amendment which contains no assumptions.

Description of Common Stock, page 13

5. Similarly, delete the first sentence in the section entitled "Other Rights." Alternately file the legal opinion on which you are relying to make this statement in the next amendment.

Plan of Distribution, page 15

6. We note that you have not identified your underwriters in the prospectus. We also note that you state that if underwriters are used in the sale of your securities, those securities will be sold at either a fixed or varying price. Please be advised that if you make an "at the market" offering, you are required by Rule 415(a)(4) to name the underwriter in a prospectus that is "part of the registration statement." If the registration statement becomes effective without naming the underwriter, please confirm supplementally that a post-effective amendment will be filed for this purpose.

Legal Opinions, page 16

7. Please revise to disclose the amount of stock and options in Honeywell that Gail E. Lehman beneficially owns.

8. Please disclose that you will file clean opinions without assumptions on an 8-K simultaneously with any takedowns from the shelf.

Form 10-K for the fiscal year ended 12/31/01

Environment, page 9

9. We note your reference to Note 22 of the financial statements.

Any material pending proceedings that are not routine to which you or your consolidated subsidiaries are parties should be described in the text here.  It is inappropriate to simply refer to your financial statements` notes.

10. Also, we note that neither your Form 10-K for the fiscal year ended 12/31/01 nor your Form 10-Q`s for that year include Item 701 information on your recent sales of unregistered securities. Supplementally, confirm that there were no such sales.

Management`s Discussion & Analysis, pages 13-25

11. To the extent practicable, when changes in a line item are attributed to more than one cause, please quantify each.  See, for example, the carryover paragraph on pages 15-16.

12. Please clarify what you mean by the phrases on page 18, "improvement in working capital performance" and "deterioration in working capital performance," providing the reader with more detail, to the extent practicable.

Security Ownership of Certain Beneficial Owners and Management, pages 66-67

13. Please revise to furnish the information in the tabular format indicated in Item 403 of Regulation S-K.

Accounting Comments

Registration Statement on Form S-3

Where You Can Find More Information About Honeywell, page 17

14. Please revise to incorporate by reference your Form 10-Q for the quarter ended March 31, 2002.

Accountant`s Consent

15. All amendments should contain a currently dated accountants` consent.  A manually signed consent should be kept on file for five years.  Reference is made to Rule 402 of Regulation C.

Form 10-K for the Year Ended December 31, 2001

Management`s Discussion and Analysis

Results of Operations, pages 13-17

16. With respect to the table in the first paragraph explaining the change in net sales, discuss separately the changes attributable to price and volume.  See Item 303(a)(3)(iii) of Regulation S-K.

17. Regarding the fourth paragraph on page 13, supplementally explain why management considered it appropriate to continue to record pension income despite an actual loss on the investments in 2001, and a change in the unrecognized net gain (loss) from a $1.3 million gain to a $1.1 million loss, as shown on pages 53-54.

18. Please refer to the fourth full paragraph on page 14 concerning the tax (benefit) rate. Supplementally with a view to disclosure, explain why the 2001 benefit rate is substantially higher than the statutory rate. Explain the circumstances that cause certain factors to have a more significant effect than in prior years.

Financial Condition, Liquidity and Capital Resources, pages 17-25

19. Please revise your table of Contractual Obligations on page 18 to include the $220 million due in July 2002 under the patent infringement settlement with Litton Systems, Inc., as discussed in Note 22 on page 50.

Financial Statements

Note 5. Merger, Repositioning and Other Charges, pages 34-37

20. Please revise to disclose, in tabular form, at or near the start of this note, the total amounts by year for each of the three categories of merger, repositioning, and other charges.

21. We believe the three tables in this note should be retained, but, in lieu of the long paragraphs, please provide "bullet" points with the dollar amounts shown in a column to the right, accompanied by a total by year.

22. In a similar manner, please revise your discussion of these charges in the MD&A on pages 19-21 to provide tabular information and "bullet" points, where practical, in lieu of long paragraphs with numerous dollar amounts.

23. Please also revise the presentations regarding such charges in the financial statements and MD&A in your Form 10-Q for the quarter ended March 31, 2002.

Closing

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

You may contact James Campbell at (202) 942-1914 or David Humphrey, the Assistant Chief Accountant, at (202) 942-1995 if you have questions regarding comments on the financial statements and related matters. Please contact Katherine Hsu at (202) 942-2856 or me at (202) 942-1850 with any other questions.

Sincerely,

Max A. Webb
Assistant Director

CC: Robert M. Chilstrom, Esq. (via fax)

Honeywell International Inc.
5/21/2002
Page 1

December 23, 2004

Via Fax & U.S. Mail

Mr.  David J. Anderson
Chief Financial Officer
Honeywell International Inc.
101 Columbia Road
Morris Township, New Jersey  07962

RE: Honeywell International Inc.
Form 10-K for the Fiscal Year Ended December 31, 2003
Form 10-Q for the Quarterly Period Ended September 30, 2004
File No. 1-8974

Dear Mr. Anderson:

Based upon an examination restricted solely to considerations of the Financial Statements, Management`s Discussion and Analysis, and Selected Financial Data, we have the following comments on the above-referenced documents.  Where indicated, we think you should revise your future filings in response to these comments.  If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary.  Please be as detailed as necessary in your response.  In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure.  After reviewing this information, we may or may not raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects.  We welcome any questions you may have about our comments or any other aspect of

our review.  Feel free to call us at the telephone numbers listed at
the end of this letter.

* * * * *

Please respond to confirm that such comments will be complied with, or, if certain of the comments are deemed inappropriate, advise
us of the reason thereof.  Please respond within twenty business days.

Form 10-K for the Year Ended December 31, 2003
Exhibit 13
Financial Statements
Consolidated Statement of Operations, page 45

1. Supplementally tell us why you have not separately revenue attributable to products and services, and the underlying cost of revenue on the face of the statement of operations.  See Rule 5-03 of
Regulation S-X for guidance.  As part of your response, supplementally quantify the amount of revenue attributable to services and products.

Note 1 - Summary of Significant Accounting Policies
Aerospace Customer Incentives, page 50

2. You state that sales incentives are recorded as a reduction in future sales or an increase in the cost of goods sold based on the type of incentive granted.  In this regard, supplementally tell us,
with a view toward expanded disclosure in future filings, the specific sales incentives that are granted including, but not limited
to, the products and/or services to which they relate, whether capitalized incentives are specifically guaranteed of recovery within
a contract entered into by the customer, the accounting treatment related to each type of sales incentive, the amount of any write-offs, and a description of the facts and circumstances surrounding each write-off, if applicable.  Also, supplementally tell us the accounting literature that supports your treatment of customer sales
incentives (e.g., capitalizing or expensing) and include your rationale for amortizing capitalized customer incentives over the estimated minimum service life of the aircraft.  In addition, tell us
the circumstances when amortization of the capitalized sales incentives are reflected as reductions of sales versus increases to

cost of sales in your statements of operations.  We may have
further
comments.

3. Supplementally tell us if a portion of your customer incentives
related to up-front cash investment in new programs such as
"entrance
fees" and/or are a part of entering into exclusive supply
agreements.
If so, specifically explain this type of incentive and the
accounting
literature that supports your accounting treatment.  We may
further
comments.

Note 2 - Acquisitions, page 53

4. We note the disclosure indicating Honeywell sold its
Engineering
Plastics business to BASF in exchange for BASF`s nylon fiber
business
and $90 million in cash.  Please tell us and revise the notes to
your
financial statements in future filings to explain how you
accounted
for this transaction, including how you valued the business
received
and how you calculated or determined any gain or loss that was
recognized in connection with this transaction.  We may have
further
comments.

Note 3 - Repositioning. Litigation, Business Impairment and Other
Charges, page 53

5. You disclose that you had repositioning reserve adjustments of
$69
million, $76 million, and $119 million in the years ended December
31, 2003, 2002 and 2001, respectively.  In addition, you disclose
that the reserve adjustments relate to fewer employee separations
than originally anticipated and higher than expected voluntary
employee attrition.  In this regard, supplementally explain, with
a
view toward expanded disclosure in future filings, why there were
fewer separations than originally anticipated and more voluntary
employee attrition than anticipated for each year presented, as
applicable.  Also, provide us with your key assumptions as they
relate to the expected involuntary and voluntary employee
attrition
rates that were used in developing your repositioning plan for
each
year presented and  tell us how you determined that these

assumptions
were reasonable.  Additionally, given the significant "reserve reversals" that have been recognized during each of the periods presented, please explain how your initial recognition of these severance accruals met the criteria outlined in EITF 94-3, which required (among other things) "The period of time to complete the plan of termination indicates that the time to complete the termination are not likely."   See SFAS 146, EITF 94-3 and Staff Accounting Bulletin 100 for guidance.  We may have further comments.

6. We note the disclosure in Note 3 indicating that you recognized impairment charges of $92 million related principally to the write-
down of property, plant and equipment of your Friction Materials business, which was classified as assets held for disposal at December 31, 2002.  We further note that you formally ended negotiations to sell this business to Federal-Mogul in 2003 and reclassified the related assets to held and used at December 31, 2003.  In this regard, supplementally tell us and clarify in future
filings whether this reclassification required any adjustment to carrying value of the related assets in accordance with paragraphs 38
through 40 of SFAS No. 144.  If not, please explain why.

Note 13 - Goodwill and Other Intangible Assets, pages 58 and 59

7. Supplementally tell us, with a view toward expanded disclosure in
future filings, the range of years or weighted average period over which your various categories of definitive lived intangible assets
are amortized to expense.  Your current disclosures provided in Note
1 on page 49 are vague in that they only state that intangible assets
are amortized over a period "up to 25 years."  Also, explain the nature of the "Aerospace customer incentives" that have been classified as intangible assets in your financial statements and explain in detail why you believe this classification is appropriate.

Note 20 - Stock-Based Compensation Plans, page 63

8. In future filings, please disclose the amount of compensation expense recognized in connection with your various stock-based compensation plans during all periods presented in your consolidated
financial statements.  See the requirements of paragraph 47e of SFAS
123.

Note 21 - Commitments and Contingencies
Environmental Matters, page 64

9. Supplementally tell us, with a view toward expanded disclosure in future filings, the amount of accruals made with respect to particular sites that are individually material. See paragraph 8 of SFAS 5. Also, disclose the methods and significant assumptions used in determining each of these accruals. See Question 2 to Staff Accounting Bulletin Topic 5:Y.

10. Supplementally tell us whether or not you have identified sites that may require remediation but have not been cited specifically by regulatory authorities for noncompliance with environmental rules and regulations. If such sites have been identified by you, supplementally tell us whether or not the estimated costs of remediation have been accrued and disclosures regarding contingencies and uncertainties relating to sites have been included in the filing.
If not, explain why accrual and/or disclosure is not necessary.

11. If the incurrence of material environmental clean-up costs may be necessary upon the disposal or at the end of the useful life of equipment, facilities or other assets, supplementally tell us, with a view toward expanded disclosure in future filings, your accounting policy for recognition of these costs.

12. If the environmental liabilities recognized in the financial statements is a minimum in a range of equally likely outcomes, please expand the notes to the financial statements in future filings to disclose the upper limit of that range. In any case, if it is reasonably possible that the current liability is greater than the recognized accrual by an amount that would be material to investors, disclosure of the range of reasonably possible loss or a statement that a range cannot be determined should be furnished. See paragraph 10 of SFAS 5 and FR-60.

13. For environmental matters for which you do not currently possess sufficient information to reasonably estimate liabilities to be

recorded upon future completion of studies, litigation or settlements, please consider disclosing the estimated time frame for resolution of these uncertainties as to the amount of the loss.

Asbestos Matters - Friction Products, page 67

14. We note the disclosure on page 68 indicating "In the fourth quarter of 2002, we recorded a charge of $167 million consisting of a $131 million reserve for the then contemplated sale of Bendix to Federal-Mogul, our estimate of asbestos related liability, net of insurance recoveries and costs to complete the anticipated transaction with Federal-Mogul."  As your disclosures indicate that this transaction will not occur, please expand future disclosures to discuss the current status of the reserves previously established. To the extent that the expenses or claims for which the reserves were initially established have been paid or incurred, please note this in your response and your revised disclosures.

Form 10-Q for the Quarterly Period Ended September 30, 2004

15. Comply with the comments on the Form 10-K for the year ended December 31, 2003 as they apply to filings on Form 10-Q.

Closing

You may contact Katherine Mathis at (202) 942-1994 or, in her absence, me at (202) 942-1936, if you have any questions regarding the comments above.  Please contact Max Webb, Assistant Director, at (202) 942-1850 with any other questions.

Sincerely,

Linda Cvrkel
Branch Chief
- Accounting
Operations

Via facsimile:  (973) 455-3821