SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934
DATE OF REPORT - October 20, 2004
(Date of earliest event reported)

HONEYWELL INTERNATIONAL INC.
(Exact name of Registrant as specified in its Charter)

DELAWARE	1-8974	22-2640650
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

101 COLUMBIA ROAD, P.O. BOX 4000, MORRISTOWN, NEW JERSEY	07962-2497
(Address of principal executive offices)	(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 DISCLOSURE OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

EARNINGS RELEASE.

Honeywell International Inc. will hold its third quarter 2004 earnings release conference call on Wednesday, October 20, 2004 at 8:00 a.m. Eastern Time. The earnings release was distributed on BusinessWire approximately one hour prior to the conference call. Interested investors may access the conference call by dialing (706) 643-7681 or through a World Wide Web simulcast available at the "Investor Relations" section of the company's website (http://www.honeywell.com/investor). Related presentation materials will also be posted to the Investor Relations section of the website prior to the conference call. Investors are advised to log on to the website at least 15 minutes prior to the conference call to allow sufficient time for downloading any necessary software.

Honeywell International Inc. issued its 2004 third quarter earnings release on October 20th, which is attached as an exhibit to this report.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 20, 2004

HONEYWELL INTERNATIONAL INC.

By: /s/ Thomas F. Larkins

Thomas F. Larkins
Vice President, Corporate Secretary and
Deputy General Counsel

STATEMENT OF DIFFERENCES

The trademark symbol shall be expressed as................................ 'TM'
The registered trademark symbol shall be expressed as..................... 'r'

Exhibit 99

HONEYWELL LOGO

Contact:

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HONEYWELL'S THIRD-QUARTER EARNINGS PER SHARE 43 CENTS, UP 8% VERSUS PRIOR YEAR; CASH FLOW FROM OPERATIONS $645 MILLION

- o Sales of $6.4 billion, up 11% vs. 2003 due to strong organic growth
- o EPS increases despite $105 million pre-tax pension expense
- o Free cash flow $525 million, equals 141% of net income

MORRIS TOWNSHIP, N.J., October 20, 2004 -- Honeywell (NYSE: HON) today announced third-quarter earnings per share of 43 cents, an increase of 3 cents or 8% over the prior year. Sales of $6.4 billion were up 11% compared to 2003, resulting from organic sales growth in all four operating segments. Cash flow from operations was $645 million and free cash flow (cash flow from operations less capital expenditures) was $525 million.

"These results reflect another quarter of strong sales and earnings, due to solid operational execution and continued business improvement," said Honeywell Chairman and Chief Executive Officer Dave Cote. "Each of our operating segments experienced increased orders and organic sales growth. Segment profit increased 20% due to good volume conversion, offset by higher raw material costs in the non-core businesses of Specialty Materials. We continue to strengthen our balance sheet and drive free cash flow while at the same time investing in productivity and growth initiatives across the company."

Net income increased to $372 million for the quarter, including the impact of $105 million of pre-tax pension expense. Free cash flow of $525 million equals 141% of net income. Also, subsequent to quarter end, Standard and Poor's Ratings Services affirmed its `A/A-1' corporate credit rating on Honeywell and revised its outlook to stable from negative.

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"Growth initiatives in each operating segment are gaining momentum and driving new business," Mr. Cote said. "During the quarter, Aerospace's Primus Epic'r' integrated cockpit system was certified on the Gulfstream G450. Automation and Control Solutions introduced FocusPRO 5000, a digital thermostat, and experienced double-digit orders growth in both its Building and Process Solutions businesses. Transportation Systems continued to advance turbo technology, and introduced next generation VNT'TM' on the new BMW 1 Series platform at the Paris Motor Show. In Specialty Materials, the Chemicals business continued to expand its Asian presence by breaking ground on a new refrigerant manufacturing facility in China."

During the quarter, the company initiated repositioning actions resulting in a charge of $37 million. Additionally, the company recorded a $64 million charge in connection with environmental and other litigation matters, which was partially offset by $32 million in gains from legal settlements and previously divested businesses.

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Third-Quarter Segment Highlights

Aerospace

- Sales increased 11% over the third quarter of 2003, led by 17% growth in Commercial sales. Defense & Space sales grew 3% in the quarter.

- Segment margin increased to 15.4%, compared with 14.6% a year ago, due primarily to strong commercial aftermarket sales growth, which was driven by increased global flying hours.

- Primus Epic'r' integrated avionics suite was certified on the Gulfstream G450, the third Gulfstream certification for Primus Epic'r' and the eighth Primus Epic'r' certification overall.

- Aircraft Landing Systems was awarded a $60 million contract with Lufthansa to provide wheel and brake products for its fleet of 30 747-400 aircraft.

- Honeywell was selected by Lockheed Martin as Supply Services Provider for the F-35 Joint Strike Fighter. The estimated value of the program is up to $900 million over the life of the F-35.

Automation and Control Solutions

- Sales increased 6% over the third quarter of 2003 (8% excluding the impact of the Security Monitoring divestiture in the second quarter of this year), primarily due to organic sales growth driven by new product introductions and contract and energy retrofit wins in the Building Solutions business.

- Segment margin increased to 11.8%, compared with 11.1% a year ago, primarily driven by volume growth.

- FocusPRO 5000, a digital thermostat designed to provide ultimate ease-of-use for contractors and homeowners, was launched, further enhancing Honeywell's new line of innovative residential thermostats.

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- Building Solutions won $20 million dollars in orders with the United States Postal Service to implement Shared Energy Savings Contracts in California, including chiller replacements and major mechanical upgrades, a co-generation project and lighting retro-fits in over 70 facilities.

- The company introduced Honeywell I.O.N.'TM' (Integrated Operator Node), which allows industrial customers who use Honeywell's process control technology to continue to utilize existing infrastructure while upgrading to the latest Experion'TM' solution.

Transportation Systems

- Sales increased 19% over the third quarter of 2003, driven by continued strong growth in the Turbochargers business and favorable foreign exchange.

- Segment margin increased to 13.0%, compared with 12.3% a year ago, primarily driven by unit volume.

- Turbo Technologies newest version of VNT'TM' technology debuted on the new BMW 1 Series platform at the Paris Motor Show. This next generation VNT'TM' furthers Honeywell's technology leadership for turbo diesel passenger cars.

- Consumer Products Group successfully launched Prestone'r' All Makes All Models Extended Life Antifreeze/Coolant, a new antifreeze that is compatible with all types of antifreeze/coolant on store shelves, including conventional silicated, organic acid and hybrid technology coolants.

Specialty Materials

- Sales increased 13% over the third quarter of 2003, driven by a 19% increase in core businesses.

- Segment margin increased to 4.3%, compared with 2.2% a year ago, driven by organic growth and offset by higher raw material costs in non-core businesses.

- Honeywell Chemicals broke ground on a new manufacturing plant in Shanghai, China, that will serve as its Asian production center for refrigerants.

- Performance Products launched a synthetic, high-performance rope using Spectra fiber that is specifically designed for deep-water heavy lifting. This rope offers a significant weight-saving alternative to conventional steel wire and chain.

Honeywell will discuss its results during its investor webcast at 8:00 a.m. on October 20. The webcast and related presentation materials will be available at www.honeywell.com/investor.

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Honeywell is a $23 billion diversified technology and manufacturing leader, serving customers worldwide with aerospace products and services; control technologies for buildings, homes and industry; turbochargers; automotive products; and specialty chemicals. Based in Morris Township, N.J., Honeywell is one of 30 stocks that make up the Dow Jones Industrial Average and is a component of the Standard & Poor's 500 Index. Its shares are traded on the New York Stock Exchange under the symbol HON, as well as on the London, Chicago and Pacific Stock Exchanges. For more about Honeywell, visit www.honeywell.com.

This release contains forward-looking statements as defined in Section 21E of the Securities Exchange Act of 1934, including statements about future business operations, financial performance and market conditions. Such forward-looking statements involve risks and uncertainties inherent in business forecasts as further described in our filings under the Securities Exchange Act.

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Honeywell International Inc.
Consolidated Statement of Operations (Unaudited)
(In millions except per share amounts)

	Three Months Ended September 30,	
	2004	2003
Net sales	$ 6,395	$ 5,768
Costs, expenses and other		
Cost of goods sold	5,087 (A)	4,509 (D)
Selling, general and administrative expenses	820 (A)	729 (D)
(Gain) loss on sale of non-strategic businesses	(5)(B)	(9)(E)
Equity in (income) loss of affiliated companies	(24)	(7)(D)
Other (income) expense	(50)(C)	11
Interest and other financial charges	81	82
	5,909	5,315
Income before taxes	486	453
Tax expense	114	109
Net income	$ 372	$ 344
Earnings per share of common stock - basic	$ 0.43	$ 0.40
Earnings per share of common stock - assuming dilution	$ 0.43	$ 0.40
Weighted average number of shares outstanding-basic	861	862
Weighted average number of shares outstanding - assuming dilution	864	865

(A) Cost of goods sold and selling, general and administrative expenses include provisions of $100 and $1 million, respectively, for environmental, litigation and net repositioning charges. Total net pretax charges were $101 million (after-tax $56 million, or $0.06 per share).

(B) Represents the pretax adjustments related to businesses sold in prior periods (after-tax $3 million, with no effect on earnings per share).

(C) Includes a gain of $27 million (after-tax $17 million, or $0.02 per share) related to the settlement of a patent infringement lawsuit.

(D) Cost of goods sold, selling, general and administrative expenses and equity in (income) loss of affiliated companies include provisions of $26, $2 and $2 million, respectively, for environmental, net repositioning and other charges. Total net pretax charges were $30 million (after-tax $1 million, with no effect on earnings per share). The after-tax charge includes a tax benefit from a tax settlement related to a prior year asset impairment.

(E) Represents the net pretax gain on the sale of several non-strategic businesses (after-tax loss $3 million, with no effect on earnings per share).

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Honeywell International Inc.
Consolidated Statement of Operations (Unaudited)
(In millions except per share amounts)

	Nine Months Ended September 30, 2004	Nine Months Ended September 30, 2003
Net sales	$ 18,961	$ 16,916
Costs, expenses and other		
Cost of goods sold	15,245 (A)	13,263 (D)
Selling, general and administrative expenses	2,451 (A)	2,194 (D)
(Gain) loss on sale of non-strategic businesses	(270)(B)	(40)(E)
Equity in (income) loss of affiliated companies	(48)(A)	(11)(D)
Other (income) expense	(78)(C)	(16)(F)
Interest and other financial charges	247	253
	17,547	15,643
Income before taxes and cumulative effect of accounting change	1,414	1,273
Tax expense	386	336
Income before cumulative effect of accounting change	1,028	937
Cumulative effect of accounting change	-	(20)(G)
Net income	$ 1,028	$ 917
Earnings per share of common stock - basic:		
Income before cumulative effect of accounting change	$ 1.19	$ 1.09
Cumulative effect of accounting change	-	(0.02)(G)
Net income	$ 1.19	$ 1.07
Earnings per share of common stock - assuming dilution:		
Income before cumulative effect of accounting change	$ 1.19	$ 1.09
Cumulative effect of accounting change	-	(0.02)(G)
Net income	$ 1.19	$ 1.07
Weighted average number of shares outstanding-basic	860	860
Weighted average number of shares outstanding - assuming dilution	864	861

(A) Cost of goods sold, selling, general and administrative expenses and equity in (income) loss of affiliated companies include provisions of $384, $9 and $6 million, respectively, for environmental, litigation, business impairment and net repositioning charges. Total net pretax charges were $399 million (after-tax $249 million, or $0.29 per share).

(B) Represents the pretax gains on the sales of our VCSEL Optical Products and Security Monitoring businesses, and adjustments related to businesses sold in prior periods (after-tax $147 million, or $0.17 per share).

(C) Includes a gain of $27 million (after-tax $17 million, or $0.02 per share) related to the settlement of a patent infringement lawsuit.

(D) Cost of goods sold, selling, general and administrative expenses and equity in (income) loss of affiliated companies include provisions of $55, $7 and $2 million, respectively, for environmental, net repositioning and other charges. Total net pretax charges were $64 million (after-tax $22 million, or $0.03 per share). The after-tax charge includes a tax benefit from a tax settlement related to a prior year asset impairment.

(E) Represents the pretax gain on the sale of our Engineering Plastics and several other non-strategic businesses (after-tax $6 million, or $0.01 per share). The after-tax gain includes tax benefits associated with prior capital losses.

(F) Includes a gain of $20 million (after-tax $15 million, or $0.02 per share) related to the settlement of a patent infringement lawsuit.

(G) Effective January 1, 2003, we adopted Statement of Financial Accounting Standards No. 143, "Accounting for Asset Retirement Obligations" (SFAS No. 143). SFAS No. 143 requires recognition of the fair value of obligations associated with the retirement of tangible long-lived assets when there is a legal obligation to incur such costs. This adoption resulted in an after-tax cumulative effect expense adjustment of $20 million, or $0.02 per share.

We report our quarterly financial information using a calendar convention; that is, the first, second and third quarters are consistently reported as ending on March 31, June 30 and September 30, respectively. It has been our practice to establish actual quarterly closing dates using a predetermined "fiscal" calendar, which requires our businesses to close their books on a Saturday in order to minimize the potentially disruptive effects of quarterly closing on business processes. The effects of this practice are generally not significant to reported results for any quarter and only exist within a reporting year. In the event that differences in actual closing dates are material to year-over-year comparisons of quarterly or year-to-date results, we will provide appropriate disclosures. Our actual closing dates for the nine months ended September 30, 2004 and 2003 were October 2, 2004 and September 27, 2003, respectively. Our fiscal closing calendar for the years 2000 through 2012 is available on our website at www.honeywell.com under the heading "Investor Relations".

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Honeywell International Inc.
Segment Data (Unaudited)
(Dollars in millions)

Net Sales	Periods Ended September 30,			
	Three Months		Nine Months	
	2004	2003	2004	2003
Aerospace	$ 2,468	$ 2,231	$ 7,225	$ 6,454
Automation and Control Solutions	1,994	1,875	5,909	5,429
Specialty Materials	876	777	2,633	2,377
Transportation Systems	1,057	885	3,193	2,650
Corporate	-	-	1	6
Total	$ 6,395	$ 5,768	$ 18,961	$16,916

Segment Profit	Periods Ended September 30,			
	Three Months		Nine Months	
	2004	2003	2004	2003
Aerospace	$ 379	$ 326	$ 1,053	$ 847
Automation and Control Solutions	235	208	637	592
Specialty Materials	38	17	137	99
Transportation Systems	137	109	430	329
Corporate	(40)	(33)	(117)	(99)
Total Segment Profit	749	627	2,140	1,768
Gain on sale of non-strategic businesses	5	9	270	40
Equity in income of affiliated companies	24	7	48	11
Other income (expense)	50	(11)	78	16
Interest and other financial charges	(81)	(82)	(247)	(253)
Pension and other postretirement benefits (expense) (A)	(160)	(69)	(482)	(247)
Repositioning, environmental, litigation and business impairment charges (A)	(101)	(28)	(393)	(62)
Income before taxes and cumulative effect of accounting change	$ 486	$ 453	$ 1,414	$ 1,273

(A) Amounts included in cost of goods sold and selling, general and administrative expenses.

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Honeywell International Inc.
Consolidated Balance Sheet (Unaudited)
(Dollars in millions)

	September 30, 2004	December 31, 2003
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,433	$ 2,950
Accounts, notes and other receivables	4,074	3,643
Inventories	3,074	3,040
Deferred income taxes	1,231	1,526
Other current assets	543	465
Total current assets	12,355	11,624
Investments and long-term receivables	414	569
Property, plant and equipment - net	4,186	4,295
Goodwill	5,909	5,789
Other intangible assets - net	1,130	1,098
Insurance recoveries for asbestos related liabilities	1,436	1,317
Deferred income taxes	476	342
Prepaid pension benefit cost	3,000	3,173
Other assets	1,082	1,107
Total assets	$29,988	$29,314
LIABILITIES AND SHAREOWNERS' EQUITY		
Current liabilities:		
Accounts payable	$ 2,346	$ 2,240
Short-term borrowings	33	152
Commercial paper	20	-
Current maturities of long-term debt	145	47
Accrued liabilities	4,686	4,314
Total current liabilities	7,230	6,753
Long-term debt	4,839	4,961
Deferred income taxes	358	316
Postretirement benefit obligations other than pensions	1,697	1,683
Asbestos related liabilities	2,067	2,279
Other liabilities	2,592	2,593
Shareowners' equity	11,205	10,729
Total liabilities and shareowners' equity	$29,988	$29,314

Certain prior year amounts have been reclassified to conform with the current year presentation.

Honeywell International Inc.
Consolidated Statement of Cash Flows (Unaudited)
(Dollars in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Cash flows from operating activities:				
Net income	$ 372	$ 344	$1,028	$ 917
Adjustments to reconcile net income to net cash provided by operating activities:				
Cumulative effect of accounting change	-	-	-	20
(Gain) loss on sale of non-strategic businesses	(5)	(9)	(270)	(40)
Repositioning, environmental, litigation and business impairment charges	101	30	399	64
Severance and exit cost payments	(41)	(54)	(123)	(147)
Environmental and non-asbestos litigation payments	(39)	(23)	(131)	(59)
Asbestos related liability payments	(101)	(79)	(424)	(467)
Insurance receipts for asbestos related liabilities	13	-	61	477
Depreciation	140	147	428	437
Undistributed earnings of equity affiliates	(24)	(7)	(53)	(11)
Deferred income taxes	70	221	152	355
Pension and other postretirement benefits expense	160	69	482	247
Pension contributions - U.S. Plans	(5)	-	(10)	(170)
Other postretirement benefit payments	(53)	(44)	(152)	(143)
Other	4	(84)	(36)	(87)
Changes in assets and liabilities, net of the effects of acquisitions and divestitures:				
Accounts, notes and other receivables	(75)	8	(318)	(72)
Inventories	(54)	112	(42)	17
Other current assets	8	(39)	1	(21)
Accounts payable	69	(57)	186	118
Accrued liabilities	105	135	309	261
Net cash provided by operating activities	645	670	1,487	1,696
Cash flows from investing activities:				
Expenditures for property, plant and equipment	(120)	(131)	(403)	(407)
Proceeds from disposals of property, plant and equipment	10	13	12	13
Decrease in investments	-	-	80	-
Cash paid for acquisitions	(111)	(2)	(220)	(124)
Proceeds from sales of businesses	(3)	47	391	137
Net cash (used for) investing activities	(224)	(73)	(140)	(381)
Cash flows from financing activities:				
Net increase (decrease) in commercial paper	(75)	(188)	20	(201)
Net increase (decrease) in short-term borrowings	(2)	3	(126)	81
Proceeds from issuance of common stock	17	8	62	39
Payments of long-term debt	-	(11)	(23)	(81)
Repurchases of common stock	(50)	-	(342)	-
Cash dividends on common stock	(161)	(161)	(483)	(483)
Net cash (used for) financing activities	(271)	(349)	(892)	(645)
Effect of foreign exchange rate changes on cash and cash equivalents	51	(4)	28	179
Net increase in cash and cash equivalents	201	244	483	849
Cash and cash equivalents at beginning of period	3,232	2,626	2,950	2,021
Cash and cash equivalents at end of period	$3,433	$2,870	$3,433	$2,870

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Honeywell International Inc.
Reconciliation of Cash Provided by Operating Activities to Free Cash Flow
(Unaudited)
(Dollars in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Cash provided by operating activities	$ 645	$ 670	$ 1,487	$ 1,696
Expenditures for property, plant and equipment	(120)	(131)	(403)	(407)
Free cash flow	$ 525	$ 539	$ 1,084	$ 1,289

We define free cash flow as cash provided by operating activities, less cash expenditures for property, plant and equipment.

We believe that this metric is useful to investors and management as a measure of cash generated by business operations that will be used to repay scheduled debt maturities and can be used to invest in future growth through new business development activities or acquisitions, and to pay dividends, repurchase stock, or repay debt obligations prior to their maturities. This metric can also be used to evaluate our ability to generate cash flow from business operations and the impact that this cash flow has on our liquidity.