OMB APPROVAL FORM 4 OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response... 0.5 [] Check this box if no longer subject to Section 16. Form 4 or Form 5obligations may continue. See Instruction 1(b). (Print or Type Responses) UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1. Name and Address of Reporting Person* 2. Issuer Name and Ticker or Trading Symbol Richard Honeywell International Inc. (HON) Wallman F. 3. I.R.S. Identification 4. Statement for Number of Reporting Month/Day/Year (Middle) (Last) (First) Month/Day/Year c/o Honeywell International Inc. Person, if an entity (voluntary) February 7, 2003 101 Columbia Road 5. If Amendment, Date of Original (Month/Day/Year) (City) (State) (Zip) 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give Other (specify title below) Senior Vice President and Chief Financial Officer 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security 2. Transaction Date 2A. Deemed Transaction 4. Securities Acquired (A)

(Instr. 3)

(Month/Day/Year)

if anv

Year)

(Month/ Day/

Execution Code or Disposed of (D)
Date, (Instr.8) (Instr. 3, 4 and 5)

Code V Amount (A) or Price

(D)

5.	Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)		

(Over)

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

1. Title of Deriv Security (Inst			2. Conver- sion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Cod	е	Number of Derivation Securitie Acquired or Disposition (D) (Instant)	ve es (A) sed of
						-	Code		(A)	(D)
Savi	plemental ings Plan erests		1 for 1	2/7/03	 		A (1)		47.421	
6.	. Date Exercis and Expirati (Month/Day/Y	on Date	7. Title and Underlying (Instr. 3	Securities	Price of 9. Derivative Security (Instr. 5)	Number o Derivati Securiti Benefici Owned Fo Reported Transact (Instr.	ve es ally llowing ion(s)			
	Date Exercis- able	Expi- ration Date	Title	Amount or Number of Shares						
	1/2007	N/A	Common Stock	47.421	 23.78	3460.943				
							-			
10.	Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	of Bei Owi	Indirect neficial nership							
	D									

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Explanation of Responses:

(1) Reflects phantom shares of Common Stock represented by Company Contributions to my account under the Executive Supplemental Savings Plan, an 'Excess Benefit Plan' under Rule 16b-3, on 2/07/03.

/s/ Gail E. Lehman February 11, 2003
-----**Signature of Reporting Person Date
FOR RICHARD F. WALLMAN

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

- *If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- **Intentional misstatements or omissions of facts constitute Federal Crime Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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