

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
SCHEDULE 14D-1
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

AND

AMENDMENT NO. 1 TO
SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

TRISTAR AEROSPACE CO.

(Name of Subject Company)

ALLIEDSIGNAL INC.
ALLIEDSIGNAL ACQUISITION CORP.

(BIDDERS)

COMMON STOCK, \$.01 PAR VALUE

(TITLE OF CLASS OF SECURITIES)

89674L-10-1

(CUSIP NUMBER OF COMMON STOCK)

DAVID K. ROBBINS, ESQ.
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
350 SOUTH GRAND AVENUE, 32ND FLOOR
LOS ANGELES, CALIFORNIA 90071-3406
(213) 473-2000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

1 NAME OF REPORTING PERSON/
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

ALLIEDSIGNAL INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC,00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 3,611,740 (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH 0

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,611,740 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) []
EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.6%

14 TYPE OF REPORTING PERSON*

CO

(1) See Item 7 of Schedule 14D-1 and Items 4 and 5 of Schedule 13D, each filed by AlliedSignal Inc. and AlliedSignal Acquisition Corp. on November 5, 1999, as well as Item 7 herein.

1 NAME OF REPORTING PERSON/
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

ALLIEDSIGNAL ACQUISITION CORP.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES	0	
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY EACH	3,611,740	(1)
REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH	0	
	10	SHARED DISPOSITIVE POWER
	0	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,611,740 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) []
EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.6%

14 TYPE OF REPORTING PERSON*

CO

(1) See Item 7 of Schedule 14D-1 and Items 4 and 5 of Schedule 13D, each filed by AlliedSignal Inc. and AlliedSignal Acquisition Corp. on November 5, 1999, as well as Item 7 herein.

This Amendment No. 1, filed on November 22, 1999 to the Schedules 14D-1 and 13D filed on November 5, 1999, relates to the offer by AlliedSignal Acquisition Corp., a Delaware corporation ("Offeror") and direct wholly owned subsidiary of AlliedSignal Inc., a Delaware corporation ("Parent"), to purchase all outstanding shares of Common Stock, par value \$.01 per share (the "Shares"), of TriStar Aerospace Co., a Delaware corporation (the "Company"), at a purchase price of \$9.50 per Share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated November 5, 1999 (the "Offer to Purchase"), and in the related Letter of Transmittal (the "Letter of Transmittal," which together with the Offer to Purchase constitutes the "Offer").

ITEM 7. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE SUBJECT COMPANY'S SECURITIES.

Item 7 is hereby amended to add the following information:

On November 19, 1999, Offeror, Parent, P. Quentin Bourjeurd and Charles Balchunas entered into an amendment (the "Shareholders Amendment") to the Tender and Option Agreement, dated October 31, 1999 (the "Shareholders Agreement"), among Offeror, Parent, P. Quentin Bourjeurd and Charles Balchunas, which Shareholders Agreement was attached as an exhibit to the Schedules 14D-1 and 13D filed by Offeror and Parent on November 5, 1999.

The Shareholders Amendment, filed as Exhibit (c)(5) hereto and incorporated herein by reference, amends Schedule A to the Shareholders Agreement to correct a misstatement in the original Shareholders Agreement of the number of shares owned by Mr. Bourjeurd. The Shareholders Amendment reflects that Mr. Bourjeurd owns 1,338,920 Shares. Accordingly, the number of Shares subject to the Shareholders Agreement represent approximately 8.5% of the issued and outstanding shares of Company Common Stock as of October 31, 1999, and the number of Shares and options subject to the Shareholders Agreement represent approximately 18.6% of the issued and outstanding shares of Company Common Stock (including the options owned by Messrs. Bourjeurd and Balchunas) as of October 31, 1999. The Shareholders Amendment made no other changes to the Shareholders Agreement.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended to add the following information:

At 11:59 p.m. on November 20, 1999, the waiting period applicable to the Offer under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 expired without a request for additional information from the Federal Trade Commission or the Antitrust Division of the Department of Justice.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibits:

- (a)(10) - Form of Joint Press Release, as issued by Parent and the Company on November 22, 1999.
- (c)(5) - Amendment, dated November 19, 1999, to Tender and Option Agreement, dated October 31, 1999, among Offeror, Parent, P. Quentin Bourjeurd and Charles Balchunas.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 22, 1999

ALLIEDSIGNAL INC.

By: /s/ Peter M. Kreindler

Name: Peter M. Kreindler
Title: Senior Vice President,
General Counsel and Secretary

ALLIEDSIGNAL ACQUISITION CORP.

By: /s/ Victor P. Patrick

Name: Victor P. Patrick
Title: Vice President and Secretary

EXHIBIT INDEX

EXHIBIT	DESCRIPTION NO.
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(a)(10) --	Form of Joint Press Release, as issued by Parent and the Company November 22, 1999.
(c)(5) --	Amendment, dated November 19, 1999, to Tender and Option Agreement, dated October 31, 1999, among Offeror, Parent, P. Quentin Bourjeaurd and Charles Balchunas.

Contact: Tom Crane
(973) 455-4732

HART-SCOTT-RODINO WAITING PERIOD EXPIRES FOR ALLIEDSIGNAL'S
ACQUISITION OF TRISTAR AEROSPACE CO.

MORRIS TOWNSHIP, N.J. & DALLAS -- (BUSINESS WIRE) -- Nov. 22, 1999 -- AlliedSignal Inc. (NYSE: ALD) and TriStar Aerospace Co. (NYSE: TSX) said today that the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, applicable to AlliedSignal's previously announced tender offer for all of the outstanding shares of TriStar common stock, par value \$0.01 per share, has expired.

Neither the Federal Trade Commission nor the Antitrust Division of the U.S. Department of Justice has requested additional information in connection with the transaction. As a result, the companies said that the condition of the tender offer relating to the expiration of the applicable Hart-Scott-Rodino waiting period has been satisfied.

On November 5, 1999, AlliedSignal commenced a cash tender offer of \$9.50 per share for all issued and outstanding shares of common stock of TriStar. The tender offer, which is being made pursuant to an Agreement and Plan of Merger dated as of Sunday, October 31, 1999, is scheduled to expire at 12:00 midnight, New York City time, on Monday, December 6, 1999, unless extended. Following the consummation of the tender offer, AlliedSignal intends to complete a merger to acquire any shares of TriStar common stock that are not tendered in the offer. The two companies expect to complete the acquisition in December 1999.

The Bank of New York is acting as depository and Georgeson Shareholder Communications Inc. is acting as information agent for the tender offer.

This news release does not constitute an offer to purchase any securities, nor solicitation of a proxy, consent or authorization for or with respect to a meeting of the shareowners of AlliedSignal Inc. or TriStar Aerospace Co. or any action in lieu of a meeting. Any solicitations will be made only pursuant to separate materials in compliance with the requirements of applicable federal and state securities laws.

TriStar, headquartered in Dallas, Texas, is a leading provider of fasteners, fastening systems and related hardware to the aerospace industry. It also provides just-in-time and automatic parts replenishment and other customized inventory management services.

AlliedSignal Aerospace, a US\$7.5-billion unit of AlliedSignal Inc., is the largest supplier of aircraft engines, equipment, systems and services for commercial transport, regional, general aviation and military aircraft.

AlliedSignal Inc. is an advanced technology and manufacturing company serving customers worldwide with aerospace products and services, automotive products, plastics, chemicals, fibers and advanced materials. It is one of the 30 stocks that make up the Dow Jones Industrial Average and is also a component of the Standard & Poor's 500 Index. The company employs 70,400 people in some 40 countries. Additional information on the company is available on the World Wide Web at <http://www.alliedsignal.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.

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November 19, 1999

AlliedSignal Inc.
101 Columbia Road
Morristown, New Jersey 07962
Attention: Peter M. Kreindler, Esq.

AlliedSignal Acquisition Corp.
c/o AlliedSignal Inc.
2525 West 190th Street
Torrance, California 90504
Attention: Thomas F. Larkins, Esq.

Dear Sirs:

The undersigned, P. Quentin Bourjeaurd and Charles Balchunas (collectively the "Stockholders"), and you hereby agree that this letter amends the Tender and Option Agreement among AlliedSignal Inc., AlliedSignal Acquisition Corp. and the Stockholders dated as of October 31, 1999 (the "Agreement"). Capitalized terms not defined in this letter shall have the meanings set forth in the Agreement.

To reflect our agreement that Schedule A attached to the Agreement needs to be replaced to reflect a correction in the amount of Shares owned by P. Quentin Bourjeaurd on October 31, 1999, the revised Schedule A attached hereto shall constitute the new Schedule A to the Agreement and shall be affixed thereto in place of the prior Schedule A.

In witness whereof, the undersigned acknowledge and agree to the foregoing amendment to the Agreement and have executed this letter in one or more counterparts, each of which shall be deemed to be one and the same instrument, as of the date first written above.

/s/ P. Quentin Bourjeaurd

P. Quentin Bourjeaurd

/s/ Charles Balchunas

Charles Balchunas

Agreed to and acknowledged hereby
as of the date first written above:

ALLIEDSIGNAL INC.

By: /s/ Peter M. Kreindler

Name: Peter M. Kreindler
Title: Senior Vice President,
General Counsel and Secretary

ALLIEDSIGNAL ACQUISITION CORP.

By: /s/ Victor P. Patrick

Name: Victor P. Patrick
Title: Vice President and Secretary

cc: Via Facsimile

TriStar Aerospace Co.
Attention: Shauna Martin, Esq.
Facsimile No.: (214) 366-5030

Weil, Gotshal & Manges LLP
Attention: Simeon Gold, Esq.
Facsimile No.: (212) 310-8007

Fried, Frank, Harris, Schriver & Jacobson
Attention: David K. Robbins, Esq.
Facsimile No.: (213) 473-2222

SCHEDULE A

(Revised)

Stockholder	Address	Number of Shares	Number of Options
P. Quentin Bourjeaud	2527 Willowbrook Rd. Dallas, Texas 75220	1,338,920	1,534,022
Charles Balchunas	2527 Willowbrook Rd. Dallas, Texas 75220	136,522	602,276
