

HONEYWELL INTERNATIONAL INC  
 Form 4  
 July 29, 2013

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ANDERSON DAVID J

2. Issuer Name and Ticker or Trading Symbol  
 HONEYWELL INTERNATIONAL INC [HON]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 101 COLUMBIA ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/26/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP & CFO

MORRISTOWN, NJ 07960

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Type of Reporting Person (See Instructions) **IN**

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CUSIP No. **42217V102**

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1.

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**Eric B. Swergold**

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2.

Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

X

(b)

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3.

SEC Use Only .....

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4.

Citizenship or Place of Organization

**United States**

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Number of  
Shares

Explanation of Responses:

Beneficially  
Owned by  
Each Reporting  
Person With

5.

Sole Voting Power **0**

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6.

Shared Voting Power **0**

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7.

Sole Dispositive Power **0**

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8.

Shared Dispositive Power **0**

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9.

Aggregate Amount Beneficially Owned by Each Reporting Person **0**

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10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).....

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11.

Percent of Class Represented by Amount in Row (9) **0 %**

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12.

Type of Reporting Person (See Instructions) **IN**

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CUSIP No. **00651F108**

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1.

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**Lagunitas Partners**

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2.

Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

X

(b)

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3.

SEC Use Only .....

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4.

Citizenship or Place of Organization

**United States**

---

Number of  
Shares  
Beneficially  
Owned by

United States

Each Reporting  
Person With

5.

Sole Voting Power **0**

---

6.

Shared Voting Power **0**

---

7.

Sole Dispositive Power **0**

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8.

Shared Dispositive Power **0**

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9.

Aggregate Amount Beneficially Owned by Each Reporting Person **0**

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10.

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions).....

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11.

Percent of Class Represented by Amount in Row (9) **0 %**

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12.

Type of Reporting Person (See Instructions) **PN**

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Item 1.

United States

(a)

Name of Issuer: **Health Fitness Corporation**

(b)

Address of Issuer's Principal Executive Offices:

**1650 W. 82<sup>nd</sup> Street, Suite 1100**

Bloomington, MN 55431

Item 2.

(a)

Name of Person Filing:

**Gruber & McBaine Capital Management, LLC ("GMCM")**

Jon D. Gruber ("Gruber")

J. Patterson McBaine ("McBaine")

Eric Swergold ("Swergold")

(b)

Address of Principal Business Office or, if none, Residence:

**50 Osgood Place, Penthouse, San Francisco, CA 94133**

(c)

Citizenship: See item 4 of cover sheet.

(d)

1650 W. 82<sup>nd</sup> Street, Suite 1100

Title of Class of Securities: **Common Stock**

(e)

CUSIP Number: **42217V102**

Item 3.

If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)

Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e)

An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

(h)

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4.

Ownership.

See Items 5-9 and 11 of the cover page for each Filer.

Item 5.

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

Item 6.

Ownership of More than Five Percent on Behalf of Another Person.

GMCM is a registered investment advisor whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Stock. Gruber & McBaine are the Managers, controlling persons and portfolio managers of GMCM. No individual clients holdings of the Stock are more than five percent of the outstanding Stock. Lagunitas and Firefly are investment limited partnerships of which GMCM is the general partner.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8.

Identification and Classification of Members of the Group

GMCM, Gruber, McBaine and Swergold constitute a group within the meaning of Rule 13d-5(b). Lagunitas and Firefly are not members of any group and disclaims beneficial ownership of the securities with respect to its ownership is repositied.

Item 9.

Notice of Dissolution of Group

Not Applicable

Item 10.

Certification

(a)

The following certification shall be included with respect to Gruber, McBaine and GMCM:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b)

The following certification shall be included with respect to Lagunitas and Swergold:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable 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: February 2, 2011

Gruber & McBaine Capital Management, LLC

By: /s/ J. Patterson McBaine

Title: Manager

/s/ Jon D. Gruber

Jon D. Gruber

/s/ J. Patterson McBaine

J. Patterson McBaine

/s/ Eric B. Swergold

Eric B. Swergold

SIGNATURE

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations  
(See 18 U.S.C. 1001)