

Intermec, Inc.
Form 4
September 17, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McDonnell James

(Last) (First) (Middle)

C/O INTERMEC, INC., 6001 36TH
AVE. WEST

(Street)

EVERETT, WA 98203-1264

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Intermec, Inc. [IN]

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

09/17/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

SVP Global Sales and Marketing

6. 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 (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/17/2013		A ⁽¹⁾		21,781	A	\$ 0 76,926
Common Stock	09/17/2013		D ⁽²⁾		76,926	D	\$ 10 0

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

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SEC 1474
(9-02)

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 5.65	09/17/2013		A ⁽³⁾	40,447	⁽³⁾ 05/21/2019	Common Stock	40,447
Stock Option (right to buy)	\$ 5.65	09/17/2013		D ⁽⁴⁾	40,447	⁽³⁾ 05/21/2019	Common Stock	40,447
Restricted Stock Units	⁽⁵⁾	09/17/2013		D ⁽⁵⁾	6,347	⁽⁵⁾ ⁽⁵⁾	Common Stock	6,347

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonnell James C/O INTERMEC, INC. 6001 36TH AVE. WEST EVERETT, WA 98203-1264			SVP Global Sales and Marketing	

Signatures

/s/ Nancy Gallup,
attorney-in-fact

09/17/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares payable under performance share units ("PSUs") in connection with the agreement and plan of merger ("Merger Agreement"), dated as of December 9, 2012, by and among the issuer, Honeywell International Inc. ("Honeywell") and Hawkeye Merger Sub Corp., a wholly owned subsidiary of Honeywell.

(2) Disposed of pursuant to the Merger Agreement, pursuant to which the outstanding shares of the issuer's common stock were converted into the right to receive \$10.00 per share in cash, without interest. Amount includes 19,891 restricted stock units ("RSUs") whose acquisition was previously reported in Table I that became fully vested immediately prior to the effective time of the merger and 21,781 shares deemed payable under PSUs immediately prior to the effective time of the merger.

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- (3) Represents a performance-based option granted on May 21, 2012 that vests on each of the first three anniversaries of the grant date based on satisfaction of certain performance criteria during each of 2012, 2013 and 2014 (and if achievement of the performance criteria is not satisfied in a given year, vesting opportunity is carried forward to the next year until December 31, 2015).

- (4) Pursuant to the Merger Agreement, the option became fully vested and exercisable immediately prior to the effective time of the merger, and, as of the effective time, was cancelled in exchange for the merger consideration of \$10.00 per share less the per share exercise price. Options held by the reporting person with exercise prices greater than \$10.00 per share were cancelled without the payment of any consideration therefor. The disposition of such options is not reported.

- (5) Each RSU represents a contingent right to receive one share of issuer common stock. The RSUs, which were granted on May 24, 2011, vest on May 24, 2014. In connection with the merger, the RSUs became fully vested, and applicable forfeiture restrictions lapsed, immediately prior to the effective time of the merger, and, as of the effective time of the merger, each RSU was cancelled in exchange for the \$10.00 per share merger consideration. Includes only RSUs whose acquisition was originally reported in Table II.

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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