

BRUNSWICK CORP
Form 4
March 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
LOCKRIDGE B RUSSELL

(Last) (First) (Middle)

**C/O BRUNSWICK CORP, 1 N
FIELD COURT**

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRUNSWICK CORP [BC]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & Chief Human Res. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2014		M		2,700	A	\$ 23.79
Common Stock	02/28/2014		M		7,000	A	\$ 21.52
Common Stock	02/28/2014		M		15,500	A	\$ 11.08
Common Stock	02/28/2014		M		12,000	A	\$ 39.15
Common Stock	02/28/2014		D		19,033	D	\$ 45

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Common Stock 02/28/2014 S 55,426 D \$ 45 21,850 D

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Settled Stock Appreciation Right ⁽¹⁾	\$ 21.52	02/28/2014		M	7,000	⁽²⁾ 02/08/2021	Common Stock 7,000
Stock Settled Stock Appreciation Right ⁽¹⁾	\$ 23.79	02/28/2014		M	2,700	⁽²⁾ 02/14/2022	Common Stock 2,700
Stock Settled Stock Appreciation Right ⁽¹⁾	\$ 11.08	02/28/2014		M	15,500	⁽²⁾ 02/09/2020	Common Stock 15,500
Stock Settled Stock Appreciation Right ⁽¹⁾	\$ 39.15	02/28/2014		M	12,000	⁽²⁾ 02/14/2016	Common Stock 12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LOCKRIDGE B RUSSELL
C/O BRUNSWICK CORP
1 N FIELD COURT

VP & Chief Human Res. Officer

LAKE FOREST, IL 60045

Signatures

/s/ B. Russell

03/03/2014

Lockridge

__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).
- (1) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
- (2) One-Fourth of the total shares granted may be exercised on each of the first, second, third and fourth anniversaries following grant date.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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