

BRUNSWICK CORP
Form 4
December 10, 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 *
GRODZKI KEVIN

(Last) (First) (Middle)

**BRUNSWICK CORPORATION, 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)
12/08/2014

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 & PRES MERCURY MARINE SALES

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 (D) Price			
Common Stock	12/08/2014		M	20,000 A \$ 11.08	57,804	D	
Common Stock	12/08/2014		D	4,408 D \$ 50.2808	53,396	D	
Common Stock	12/08/2014		S	15,542 D \$ 50.2808 (1)	37,854	D	
Common Stock	12/08/2014		S	300 D \$ 50.54 (2)	37,554	D	
Common Stock	12/08/2014		M	385 A \$ 11.08	37,939	D	

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Common Stock	12/08/2014		D	85	D	\$ 50.54	37,854	D	
Common Stock	12/08/2014		M	15,000	A	\$ 46.12	52,854	D	
Common Stock	12/08/2014		D	13,656	D	\$ 50.66	39,198	D	
Common Stock	12/08/2014		S	587	D	\$ 50.66	38,611	D	
Common Stock	12/09/2014		M	1,410	A	\$ 11.08	40,021	D	
Common Stock	12/09/2014		D	310	D	\$ 50.5	39,711	D	
Common Stock	12/09/2014		S	1,100	D	\$ 50.5	38,611	D	
Common Stock							2,765	I	By Svgs Plan Trustee

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 Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 11.08	12/08/2014		M	20,000	⁽⁴⁾	02/09/2020	Common Stock	20,000
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 11.08	12/08/2014		M	385	⁽⁴⁾	02/09/2020	Common Stock	385

Stock Settled Stock Appreciation Right ⁽³⁾	\$ 11.08	12/09/2014	M	1,410	<u>(4)</u>	02/09/2020	Common Stock	1,4
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 46.12	12/08/2014	M	15,000	<u>(4)</u>	01/31/2015 ⁽⁵⁾	Common Stock	15,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRODZKI KEVIN BRUNSWICK CORPORATION 1 N FIELD COURT LAKE FOREST, IL 60045			VP & PRES MERCURY MARINE SALES	

Signatures

By: Power of Attorney For: /s/ Kevin Grodzki
Date: 12/10/2014

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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.90 to \$50.51, inclusive.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.52 to \$50.55, inclusive.
- (3) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
- (4) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following grant date.
- (5) Option would be forfeited if not exercised on or before 1/30/15.

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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