

BEAM INC
Form 4
November 04, 2013

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 *
Newlands William A

(Last) (First) (Middle)

BEAM INC., 510 LAKE COOK ROAD

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BEAM INC [NYSE: BEAM]

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2013

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)
SVP & President, NA

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, par value \$3.125	10/31/2013		M ⁽²⁾		7,450	A	<u>(1)</u>	8,362 ⁽⁸⁾	D
Common Stock, par value \$3.125	10/31/2013		F ⁽⁴⁾		3,498	D	\$ 66.55	4,864 ⁽⁸⁾	D
Common Stock, par value \$3.125	11/01/2013		M ⁽⁵⁾		6,745	A	\$ 44.75	11,609 ⁽⁸⁾	D

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Common Stock, par value \$3.125	11/01/2013	S	6,745	D	\$ 67.2968 <u>(7)</u>	4,864 ⁽⁸⁾	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	10/31/2013		M ⁽²⁾		7,450		<u>(3)</u>	<u>(3)</u>	Common Stock	7,450
Stock Option (Right to Buy)	\$ 44.75	11/01/2013		M ⁽⁵⁾		6,745		<u>(6)</u>	10/04/2021	Common Stock	6,745

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Newlands William A BEAM INC. 510 LAKE COOK ROAD DEERFIELD, IL 60015	SVP & President, NA

Signatures

Leslie W. Jensen, Attorney-in-Fact for William A. Newlands	11/04/2013
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 **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) Each RSU converts to one share of the Issuer's common stock.

(2) Reflects the vesting and payment of an RSU award to the undersigned under Beam's Long-Term Incentive Plan in a transaction exempt under Rule 16b-3(d).

(3) On October 4, 2011, the reporting person was granted 22,350 restricted stock units, vesting in three equal installments beginning on the second anniversary of the grant date subject to Beam's satisfaction of certain performance criteria. The performance criteria for the award have been met.

(4) Reflects the withholding by the Issuer of shares awarded to the undersigned under having a fair market value equal to the withholding taxes payable by the undersigned at the time the award vested, such transaction being exempt under Rule 16b-3(e).

(5) Reflects the exercise of stock options issued under Beam's Long-Term Incentive Plan.

(6) On October 4, 2011, the reporting person was granted 84,610 options, vesting in three equal installments beginning on the second anniversary of the grant date.

(7) The price in column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices from \$67.25 to \$67.43, inclusive. The Reporting Person undertakes to provide to the SEC, Beam and any security holder, upon request, full information regarding the number of shares sold at each price point within the ranges set forth in this footnote.

(8) Includes 912 shares acquired under the Beam Employee Stock Purchase Plan.

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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