

Beam Suntory Inc.
Form 4
May 02, 2014

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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fink Nicholas I.

(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 Suntory Inc. [NYSE: BEAM]

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

04/30/2014

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 ____ Other (specify
below) below)

SVP & President, APSA

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$3.125	04/30/2014		D	1,081 (1)	\$ 83.5	0	D
Common Stock, par value \$3.125	04/30/2014		D	666 (2)	\$ 83.5	0	I
							Beam Inc. Retirement Savings Plan

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

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information contained in this form are not**

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 Securities (Instr. 3 and 4)		8. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 67.19	04/30/2014		D		2,372	(3)	09/24/2014		Common Stock	2,372
Employee Stock Option (Right to Buy)	\$ 36.25	04/30/2014		D		3,212	(3)	02/22/2017		Common Stock	3,212
Employee Stock Option (Right to Buy)	\$ 51.08	04/30/2014		D		3,011	(3)	02/22/2021		Common Stock	3,011
Employee Stock Option (Right to Buy)	\$ 44.75	04/30/2014		D		9,730	(3)	10/04/2021		Common Stock	9,730
Employee Stock Option (Right to Buy)	\$ 55.43	04/30/2014		D		4,545	(3)	02/21/2022		Common Stock	4,545
Employee Stock Option (Right to	\$ 59.36	04/30/2014		D		7,371	(3)	05/07/2022		Common Stock	7,371

Buy)

Employee

Stock

Option

(Right to

Buy)

\$ 61.42

04/30/2014

D

8,588

(3)

02/21/2023

Common
Stock

8,588

Restricted

Stock

Units

\$ 0

04/30/2014

D

295

(4)(5)Common
Stock

421

Restricted

Stock

Units

\$ 0

04/30/2014

D

4,752

(6)(5)Common
Stock

4,752

Restricted

Stock

Units

\$ 0

04/30/2014

D

2,339

(7)(5)Common
Stock

2,339

Restricted

Stock

Units

\$ 0

04/30/2014

D

2,198

(7)(5)Common
Stock

2,198

Restricted

Stock

Units

\$ 0

04/30/2014

D

2,022

(7)(5)Common
Stock

2,022

Restricted

Stock

Units

\$ 0

04/30/2014

D

1,245

(7)(5)Common
Stock

1,245

Restricted

Stock

Units

\$ 0

04/30/2014

D

1,713

(7)(5)Common
Stock

1,713

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Fink Nicholas I.

BEAM INC., 510 LAKE COOK ROAD

DEERFIELD, IL 60015

SVP & President, APSA

Signatures

Leslie W. Jensen, Attorney-in-Fact for Nicholas

I. Fink

05/02/2014

**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).

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- (1) Represents shares of common stock that were cancelled and converted into the right to receive \$83.50 per share pursuant to the merger agreement among the issuer, Suntory Holdings Limited and SUS Merger Sub Limited (the "Merger Agreement").
- (2) Represents shares of common stock held in the reporting person's Beam Inc. Retirement Savings Plan account that were cancelled and converted into the right to receive \$83.50 per share pursuant to the Merger Agreement.
- (3) This option was cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$83.50 per share minus the exercise price, multiplied by the number of options.
- (4) These restricted stock units ("RSUs") were cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$83.50 per share.
- (5) N/A
- (6) Pursuant to the transactions contemplated by the Merger Agreement, 4,752 RSUs are being cancelled for no consideration.
- (7) Pursuant to the transactions contemplated by the Merger Agreement, these RSUs are being cancelled in exchange for a cash-based phantom unit award subject to continued employment, with a floor price of \$66.97.

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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