

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Probst Robert F

(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 & Chief Financial Officer

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)	
			Code	V	Amount (A) or (D)	Price		
Common Stock, par value \$3.125	04/30/2014		D		5,125 (1)	\$ 83.5	0	D

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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 47.32	04/30/2014		D	1,662	<u>(2)</u>	09/29/2015	Common Stock	1,662
Employee Stock Option (Right to Buy)	\$ 47.32	04/30/2014		D	49,524	<u>(2)</u>	09/29/2015	Common Stock	49,524
Employee Stock Option (Right to Buy)	\$ 35.67	04/30/2014		D	14,055	<u>(2)</u>	09/30/2016	Common Stock	14,055
Employee Stock Option (Right to Buy)	\$ 35.67	04/30/2014		D	11,706	<u>(2)</u>	09/30/2016	Common Stock	11,706
Employee Stock Option (Right to Buy)	\$ 36.25	04/30/2014		D	32,127	<u>(2)</u>	02/22/2017	Common Stock	32,127
Employee Stock Option (Right to Buy)	\$ 36.25	04/30/2014		D	12,656	<u>(2)</u>	02/22/2017	Common Stock	12,656
Employee Stock Option (Right to	\$ 51.08	04/30/2014		D	24,095	<u>(2)</u>	02/22/2021	Common Stock	24,095

Buy)

Employee

Stock

Option

\$ 44.75

04/30/2014

D

84,610

(2)

10/04/2021

Common
Stock

84,610

(Right to
Buy)

Employee

Stock

Option

\$ 55.43

04/30/2014

D

21,739

(2)

02/21/2022

Common
Stock

21,739

(Right to
Buy)

Employee

Stock

Option

\$ 61.42

04/30/2014

D

21,947

(2)

02/21/2023

Common
Stock

21,947

(Right to
Buy)

Restricted

Stock

Units

\$ 0

04/30/2014

D

5,617

(3)(4)Common
Stock

5,617

Restricted

Stock

Units

\$ 0

04/30/2014

D

5,953

(3)(4)Common
Stock

5,953

Restricted

Stock

Units

\$ 0

04/30/2014

D

14,900

(3)(4)Common
Stock

14,900

Restricted

Stock

Units

\$ 0

04/30/2014

D

485

(3)(4)Common
Stock

485

Restricted

Stock

Units

\$ 0

04/30/2014

D

7,806

(5)(4)Common
Stock

7,806

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Probst Robert F
BEAM INC., 510 LAKE COOK ROAD
DEERFIELD, IL 60015

SVP & Chief
Financial
Officer

Signatures

Leslie W. Jensen, Attorney-in-Fact for Robert F.
Probst

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).

- (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) 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.
- (3) These RSUs were cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$83.50 per share.
- (4) N/A
- (5) Pursuant to the transactions contemplated by the Merger Agreement, 7,806 RSUs are being cancelled for no consideration.

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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