

BRUNSWICK CORP
Form 4
November 14, 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 *
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)
11/13/2013

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)
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	11/13/2013		M		20,000	A	\$ 3.71
Common Stock	11/13/2013		D		1,705	D	\$ 43.52
Common Stock	11/13/2013		M		9,000	A	\$ 38.36
Common Stock	11/13/2013		M		45,000	A	\$ 5.86
Common Stock	11/13/2013		D		6,060	D	\$ 43.52
							53,099
							51,394
							60,394
							105,394
							99,334

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Common Stock	11/13/2013	S	40,000	D	\$ <u>(1)</u> 44.2243	59,334	D	
Common Stock	11/13/2013	S	16,235	D	\$ <u>(2)</u> 44.3997	43,099	D	
Common Stock	11/14/2013	S	10,000	D	\$ <u>(3)</u> 44.7696	33,099	D	
Common Stock						2,770	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 38.36	11/13/2013		M	9,000	<u>(5)</u> 02/18/2014	Common Stock	9,000
Stock Appreciation Rights <u>(6)</u>	\$ 3.71	11/13/2013		M	20,000	<u>(7)</u> 02/09/2019	Common Stock	20,000
Stock Appreciation Rights <u>(6)</u>	\$ 5.86	11/13/2013		M	45,000	<u>(7)</u> 05/12/2019	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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

11/14/2013

__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 \$44.01 to \$44.44, inclusive
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.26 to \$44.58, inclusive
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.10 to \$45.0945, inclusive
- (4) Employee Stock Option granted under the 2003 Stock Incentive Plan with right to have shares withheld or to deliver previously acquired shares to pay income taxes on exercise of option.
- (5) Currently all shares are exercisable.
- (6) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
- (7) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following grant date.

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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