

METZGER WILLIAM
Form 4
June 06, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
METZGER WILLIAM

(Last) (First) (Middle)

C/O BRUNSWICK CORPORATION, 26125 N. RIVERWOODS BLVD. SUITE 500

(Street)

METTAWA, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRUNSWICK CORP [BC]

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2018

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)
SR. VICE PRESIDENT AND CFO

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	(A) or (D)	Price
Common Stock	06/04/2018		M		17,500	A	\$ 5.86
					146,574 ⁽¹⁾	D	
Common Stock	06/04/2018		M		10,000	A	\$ 11.08
					156,574	D	
Common Stock	06/04/2018		F		10,762	D	\$ 66.52
					145,812	D	
Common Stock	06/04/2018		D		3,208	D	\$ 66.52
					142,604	D	
Common Stock	06/05/2018		S		13,530	D	\$ 67.4182
					129,074	D	

(2)

Common Stock	1,137	I	By Svgs Plan Trustee
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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 5.86	06/04/2018		M	17,500	<u>(4)</u> 05/12/2019	Common Stock	17,500	
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 11.08	06/04/2018		M	10,000	<u>(4)</u> 02/09/2020	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
METZGER WILLIAM C/O BRUNSWICK CORPORATION 26125 N. RIVERWOODS BLVD. SUITE 500 METTAWA, IL 60045	SR. VICE PRESIDENT AND CFO

Signatures

By: Power of Attorney For: /s/ William Metzger 06/06/2018

 **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) Beneficial holdings include 93 shares acquired pursuant to dividend reinvestment in March, 2018.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.14 to \$68.05 inclusive.
- (3) Employee Stock-Settled Stock Appreciation Right granted under the Brunswick Corporation 2003 Stock Incentive Plan.
- (4) Currently all shares are exercisable.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 8, 2018. TH

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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