

BRUNSWICK CORP

Form 4

December 17, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCOY DUSTAN E

(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)

12/16/2013

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 below) ____ Other (specify below)

CHAIRMAN AND CEO

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	12/16/2013		M	550,000	A \$ 5.86	946,074	D
Common Stock	12/16/2013		D	70,166	D \$ 45.9343	875,908	D
Common Stock	12/16/2013		S	469,425	D \$ 45.9343 (1)	406,483	D
Common Stock	12/17/2013		M	150,000	A \$ 39.15	556,483	D
Common Stock	12/17/2013		D	129,362	D \$ 45.396	427,121	D

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Common Stock	12/17/2013	M	300,000	A	\$ 3.71	727,121	D	
Common Stock	12/17/2013	D	24,518	D	\$ 45.396	702,603	D	
Common Stock	12/17/2013	S	287,518	D	<u>\$ 45.396</u> (2)	415,085	D	
Common Stock						102	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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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 3.71	12/17/2013		M	300,000	<u>(4)</u> 02/09/2019	Common Stock 300,000
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 5.86	12/16/2013		M	550,000	<u>(4)</u> 05/12/2019	Common Stock 550,000
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 39.15	12/17/2013		M	150,000	<u>(4)</u> 02/14/2016	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHAIRMAN AND CEO

Reporting Owners

MCCOY DUSTAN E
BRUNSWICK CORPORATION
1 N FIELD COURT
LAKE FOREST, IL 60045

Signatures

By: Power of Attorney For: Dustan E.
McCoy

12/17/2013

__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 \$45.645 to \$46.375, inclusive.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.00 to \$45.865, inclusive.
- (3) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
- (4) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following grant date.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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