

BRUNSWICK CORP  
Form 4  
March 03, 2014

**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 \*  
**LOCKRIDGE B RUSSELL**

(Last) (First) (Middle)

**C/O BRUNSWICK CORP, 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)  
**02/28/2014**

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 & Chief Human Res. Officer**

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	02/28/2014		M	2,700 A \$ 23.79	61,809	D	
Common Stock	02/28/2014		M	7,000 A \$ 21.52	68,809	D	
Common Stock	02/28/2014		M	15,500 A \$ 11.08	84,309	D	
Common Stock	02/28/2014		M	12,000 A \$ 39.15	96,309	D	
Common Stock	02/28/2014		D	19,033 D \$ 45	77,276	D	

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Common Stock 02/28/2014 S 55,426 D \$ 45 21,850 D

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 <sup>(1)</sup>	\$ 21.52	02/28/2014		M	7,000	<sup>(2)</sup> 02/08/2021	Common Stock	7,000	
Stock Settled Stock Appreciation Right <sup>(1)</sup>	\$ 23.79	02/28/2014		M	2,700	<sup>(2)</sup> 02/14/2022	Common Stock	2,700	
Stock Settled Stock Appreciation Right <sup>(1)</sup>	\$ 11.08	02/28/2014		M	15,500	<sup>(2)</sup> 02/09/2020	Common Stock	15,500	
Stock Settled Stock Appreciation Right <sup>(1)</sup>	\$ 39.15	02/28/2014		M	12,000	<sup>(2)</sup> 02/14/2016	Common Stock	12,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKRIDGE B RUSSELL C/O BRUNSWICK CORP 1 N FIELD COURT			VP & Chief Human Res. Officer	

LAKE FOREST, IL 60045

## Signatures

/s/ B. Russell

03/03/2014

Lockridge

\_\_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) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
- (2) 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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