

Fortune Brands Home & Security, Inc.

Form 4

March 02, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bauer Michael P.

2. Issuer Name **and** Ticker or Trading
Symbol
Fortune Brands Home & Security,
Inc. [FBHS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

520 LAKE COOK ROAD, SUITE
400

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2016

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President, Master Lock

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DEERFIELD, IL 60015

(City) (State) (Zip)

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 \$0.01	02/29/2016		F ⁽¹⁾		1,250	D	\$ 50.22
					20,142 ⁽²⁾	D	
Common Stock, Par Value \$0.01	02/29/2016		A ⁽³⁾		4,900	A	\$ 0
					25,042 ⁽⁴⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Options (Right to Buy)	\$ 50.22	02/29/2016		A ⁽⁵⁾	19,700	⁽⁶⁾ 02/28/2026	Common Stock	19,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bauer Michael P. 520 LAKE COOK ROAD SUITE 400 DEERFIELD, IL 60015			President, Master Lock	

Signatures

/s/ Angela M. Pla, Attorney-in-Fact for Michael P. Bauer 03/02/2016

____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) Reflects the withholding by the issuer of shares having a fair market value equal to the withholding taxes payable by the undersigned at the time the RSU award vested and became payable, such transaction being exempt under Rule 16b-3(e).
- (2) Includes a total of 3,866 restricted stock units that have not yet vested.
- (3) Reflects the grant of restricted stock units awarded to the reporting person that vest in three equal annual installments, subject to continued employment through such vesting dates. Mr. Bauer has elected to defer receipt of 80% of this grant pursuant to the Fortune Brands Home & Security Deferred Compensation Plan. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (4) Includes a total of 8,766 restricted stock units that have not yet vested.

Edgar Filing: Fortune Brands Home & Security, Inc. - Form 4

- (5) Reflects the grant of options under the issuer's Long-Term Incentive Plan.
- (6) The options vest in three equal annual installments beginning on February 28, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.