

LOCKRIDGE B RUSSELL
Form 4
January 29, 2013

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 *
LOCKRIDGE B RUSSELL

(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)
01/25/2013

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)
VP & CHIEF HUMAN RES OFFICER

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)
			Code	V	Amount	(D)	Price
Common Stock	01/25/2013		M		66,300	A	\$ 17.06
Common Stock	01/25/2013		D		31,578	D	\$ 35.8195
Common Stock	01/25/2013		F		16,302	D	\$ 35.8195
Common Stock	01/25/2013		M		7,000	A	\$ 21.52
Common Stock	01/25/2013		D		4,206	D	\$ 35.8195

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Common Stock	01/25/2013	F	1,312	D	\$ 35.8195	72,707	D
Common Stock	01/25/2013	M	31,000	A	\$ 11.08	103,707	D
Common Stock	01/25/2013	D	9,590	D	\$ 35.8195	94,117	D
Common Stock	01/25/2013	F	10,052	D	\$ 35.8195	84,065	D
Common Stock	01/25/2013	M	26,250	A	\$ 3.71	110,315	D
Common Stock	01/25/2013	D	2,719	D	\$ 35.8195	107,596	D
Common Stock	01/25/2013	F	11,047	D	\$ 35.8195	96,549	D
Common Stock	01/25/2013	M	3,500	A	\$ 21.83	100,049	D
Common Stock	01/25/2013	S	70,919	D	\$ 35.8195 <u>(1)</u>	29,130	D
Common Stock	01/25/2013	M	45,000	A	\$ 5.86	74,130	D
Common Stock	01/25/2013	D	7,362	D	\$ 35.8195	66,768	D
Common Stock	01/25/2013	F	13,697	D	\$ 35.8195	53,071	D
Common Stock	01/28/2013	S	266	D	\$ 36.27	52,805	D

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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) ⁽²⁾	\$ 21.83	01/25/2013	M			3,500	<u>(3)</u>	04/30/2013	Common Stock	3,500
Stock Appreciation Rights ⁽⁴⁾	\$ 3.71	01/25/2013	M			26,250	<u>(3)</u>	02/09/2019	Common Stock	26,250
Stock Appreciation Rights ⁽⁴⁾	\$ 5.86	01/25/2013	M			45,000	<u>(3)</u>	05/12/2019	Common Stock	45,000
Stock Appreciation Rights ⁽⁴⁾	\$ 11.08	01/25/2013	M			31,000	<u>(3)</u>	02/09/2020	Common Stock	31,000
Stock Appreciation Rights ⁽⁴⁾	\$ 17.06	01/25/2013	M			66,300	<u>(3)</u>	02/28/2018	Common Stock	66,300
Stock Appreciation Rights ⁽⁴⁾	\$ 21.52	01/25/2013	M			7,000	<u>(3)</u>	02/08/2021	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKRIDGE B RUSSELL BRUNSWICK CORPORATION 1 N FIELD COURT LAKE FOREST, IL 60045			VP & CHIEF HUMAN RES OFFICER	

Signatures

By: Power of Attorney For: /s/ B Russell
Lockridge

01/29/2013

 **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 \$35.61 to \$36.00, inclusive.

(2) Employee Stock Option granted under the 1991 Stock Plan with right to have shares withheld or to deliver previously acquired shares to pay income taxes on exercise of option.

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- (3) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following grant date.
- (4) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.

Remarks:

Beneficial holdings include 100 shares acquired pursuant to dividend reinvestment in 2012.

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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