

BRUNSWICK CORP
Form 4
July 18, 2016

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)

**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)
07/15/2016

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)
Common Stock					1,101	I	By Svgs Plan Trustee
Common Stock	07/15/2016		M	8,000 A \$ 33	111,750 ⁽¹⁾	D	
Stock Settled Stock Appreciation Right	07/15/2016		M	25,000 A \$ 17.06	136,750	D	
Common Stock	07/15/2016		D	13,943 D \$ 49.5209	122,807	D	

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Common Stock 07/15/2016 S 19,051 D \$ 49.5209 103,756 D (2)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 33	07/15/2016		M	8,000	⁽⁴⁾ 02/13/2017	Common Stock	8,000
Stock Settled Stock Appreciation Right ⁽³⁾	\$ 17.06	07/15/2016		M	25,000	⁽⁴⁾ 02/28/2018	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
METZGER WILLIAM BRUNSWICK CORPORATION 1 N FIELD COURT LAKE FOREST, IL 60045			SR. VICE PRESIDENT AND CFO	

Signatures

By: Power of Attorney For: /s/ William Metzger 07/18/2016

 **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) Beneficial holdings include 221 shares acquired pursuant to dividend reinvestment in March and June, 2016.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$49.59 inclusive.
- (3) Employee Stock-Settled Stock Appreciation Right granted in 2007 and 2008 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 on May 5, 2016.

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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