

GRODZKI KEVIN
Form 4
December 21, 2012

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 *
GRODZKI KEVIN

(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)
12/20/2012

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 & PRES MERCURY MARINE SALES

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/20/2012		S	3,000	D \$ 28	38,340	D
Common Stock	12/20/2012		M	5,000	A \$ 17.06	43,340	D
Common Stock	12/20/2012		D	3,047	D \$ 28	40,293	D
Common Stock	12/20/2012		F	614	D \$ 28	39,679	D
Common Stock	12/20/2012		S	1,339	D \$ 28	38,340	D

Common Stock	2,779	I	By Svgs Plan Trustee
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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 ⁽¹⁾	\$ 17.06	12/20/2012		M	5,000	<u>(2)</u>	02/28/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRODZKI KEVIN BRUNSWICK CORPORATION 1 N FIELD COURT LAKE FOREST, IL 60045	VP & PRES MERCURY MARINE SALES

Signatures

By: Power of Attorney For: /s/ Kevin Grodzki 12/21/2012

^{**}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:

This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person May 20, 2011, as amended.

Beneficial holdings include 46 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. 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.