

Fortune Brands Home &amp; Security, Inc.

Form 4

February 25, 2015

**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

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(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)  
02/23/2015

\_\_\_\_ 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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                         |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock, Par<br>Value<br>\$0.01 | 02/23/2015                              |                                                             | A <sup>(1)</sup>                        |                                                                         | 4,400                                                                                                              | A                                                                    | \$ 0                                                              |
|                                         |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 28,530 <sup>(2)</sup>                                             |
| Common<br>Stock, Par<br>Value<br>\$0.01 | 02/23/2015                              |                                                             | F <sup>(3)</sup>                        |                                                                         | 642                                                                                                                | D                                                                    | \$ 47.87                                                          |
|                                         |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 27,888 <sup>(4)</sup>                                             |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Options<br>(Right to<br>Buy)                        | \$ 44.87                                                           | 02/23/2015                              |                                                             | A <sup>(5)</sup>                     | 17,900                                                                                                       | <sup>(6)</sup> 02/23/2025                                      | Common<br>Stock                                                     | 17,900                                 |

## Reporting Owners

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

## Signatures

/s/ Angela M. Pla, Attorney-in-Fact for Michael P. Bauer 02/25/2015

\_\_\_\_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).

Reflects the grant of restricted stock units awarded to the reporting person that vest in three equal annual installments, subject to

- (1) continued employment through such vesting dates. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- (2) Includes a total of 15,464 restricted stock units that have not yet vested.
- (3) 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).
- (4) Includes a total of 13,631 restricted stock units that have not yet vested.

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(5) Reflects the grant of options under the issuer's Long-Term Incentive Plans.

(6) The options vest in three equal annual installments beginning on February 28, 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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