SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Bauer Michael P.	2. Date of Eveni Requiring State (Month/Day/Yea 12/01/2014	ment r)	(Check all applicable) (Month/I Director 10% Owner				ate of Original Filed /Group Filing (Check
(Street) DEERFIELD IL 60015			President, Master	Lock			y One Reporting Person y More than One erson
(City) (State) (Zip)							
Table I - Non-Derivative Securities Beneficially Owned							
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Common Stock, Par Value \$0.01			16,922(1)	D			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr.		4. Conversio or Exercis	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Right to Buy (Options)	02/22/2012	02/22/2021	Common Stock	38,023	13.757	D	
Right to Buy (Options)	10/04/2013	10/04/2021	Common Stock	35,700	12.3	D	
Right to Buy (Options)	02/21/2013	02/21/2022	Common Stock	18,400	19.46	D	
Right to Buy (Options)	02/25/2014	02/25/2023	Common Stock	13,000	33.1	D	
Right to Buy (Options)	02/24/2015	02/24/2024	Common Stock	9,800	44.73	D	

Explanation of Responses:

1. Includes a total of 11,064 restricted stock units that have not yet vested.

<u>/s/ Angela M. Pla, Attorney-in-</u> <u>Fact for Michael P. Bauer</u> <u>12/08/2014</u>

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

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 Number.

LIMITED POWER OF ATTORNEY

I, Michael P. Bauer, hereby constitute and appoint ROBERT K. BIGGART and ANGELA M. PLA, with full powers of substitution or revocation, to serve as my Attorneys-In-Fact and Agents to exercise the powers and discretions set forth below:

1. To execute on my behalf any and all Securities and Exchange Commission ("SEC") (i) Forms 3, 4 and 5 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, relating to the disclosure of my beneficial ownership of securities in Fortune Brands Home & Security, Inc. (the "Company") and (ii) Forms 144 in accordance with the Securities Act of 1933, as amended (the "Securities Act"), and the rules thereunder, relating to my transactions in the securities of the Company; and

2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, 5 or Form 144 and timely file such form with the SEC and any stock exchange or similar authority and take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each such attorneys-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act or Rule 144 of the Securities Act.

This Power of Attorney shall at all times be binding with respect to all actions taken by the attorneys-in-fact in accordance with the terms of this Power of Attorney. The powers granted by this Power of Attorney shall begin on December 1, 2014 and shall continue in full force and effect until the undersigned is no longer required to file Section 16 Reports with respect to the equity securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

I, Michael P. Bauer, executed this Limited Power of Attorney on this 2nd day of December, 2014.

/s/ Michael P. Bauer Michael P. Bauer