## SEC Form 4

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## 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

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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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1. Name and Addre Bauer Micha	ess of Reporting Pe I <mark>el P.</mark>	rson*	2. Issuer Name and Ticker or Trading Symbol Fortune Brands Home & Security, Inc. [ FBHS]		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Officer (give title Other (specify		
(Last) (First) (Middle) 520 LAKE COOK ROAD SUITE 400		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2017		below) below) President, Master Lock		
(Street) DEERFIELD (City)	IL (State)	60015 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing (Check Applicable 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)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, Par Value \$0.01	02/27/2017		A <sup>(1)</sup>		4,496	A	\$0.00	25,434 <sup>(2)</sup>	D	
Common Stock, Par Value \$0.01	02/28/2017		F <sup>(3)</sup>		1,413	D	\$57.83	24,021 <sup>(4)</sup>	D	

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. Transa Code ( 8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (Right to Buy)	\$58.21	02/27/2017		A <sup>(5)</sup>		19,330		(6)	02/28/2027	Common Stock	19,330	\$58.21	19,330	D	

**Explanation of Responses:** 

1. Reflects the grant of restricted stock units awarded to the reporting person that vest in three equal annual installments, subject to continued employment through such vesting dates. Each restricted stock until represents a contingent right to receive one share of the issuer's common stock. Mr. Bauer has elected to defer receipt of this grant pursuant to the Fortune Brands Home & Security Deferred Compensation Plan.

2. Includes a total of 13,262 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 9,229 restricted stock units that have not yet vested and 1,248 shares for which Mr. Bauer has elected to defer receipt.

5. Reflects the grant of options under the issuer's Long-Term Incentive Plan.

6. The options vest in three equal annual installments beginning on February 28, 2018.

#### **Remarks:**

/s/ Angela M. Pla, Attorney-in-

<u>03/01/2017</u>

\*\* Signature of Reporting Person Date

Fact for Michael P. Bauer

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 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).

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.