## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to	STATEMENT O
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	Filed pursua

## F CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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

Name and Address of Reporting Person*     Lane Elizabeth R.														5. Relationship of Report (Check all applicable) Director X Officer (give title			10% C			
(Last) (First) (Middle) 520 LAKE COOK ROAD					3. Date of Earliest Transaction (Month/Day/Year) 01/31/2013									SVP-Human Resources			below esources	´		
(Street)  DEERFII  (City)			50015 Zip)		4. If	Amen	mendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
			e I - No			_			_	l, Di	sposed o							1.		
			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4 a 5)				Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of ndirect Beneficial Dwnership			
									Code	v	Amount	(A) o	Price	Reported Transaction(s) (Instr. 3 and 4)					Instr. 4)	
Common	Stock, Par	Value \$0.01		01/31/2	013				F <sup>(1)</sup>		3,589	D	\$32	2.33	87,0	667 <sup>(2)</sup>	I	D		
Common Stock, Par Value \$0.01													1,761		·	I   1   1   1   1   1   1   1   1   1	By Fortune Brands Home & Security Retirement Savings Plan			
		Та	ıble II -								osed of, convertib				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	e (Month/Day/Year)	Execution if any	3A. Deemed Execution Date, if any		4. Transaction Code (Instr. B)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			isable and	7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)		8. De Se (In	Price of erivative ecurity str. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	ly D	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	or Number of Shares	r						

## **Explanation of Responses:**

- 1. 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 vested and became payable, such transaction being exempt under Rule 16b-3(e).
- 2. Includes 51,578 restricted stock units that have not yet vested.

/s/ Angela M. Pla, Attorney-in-Fact for Elizabeth R. Lane

02/04/2013

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.