

# **FORTUNE BRANDS HOME & SECURITY, INC.**

Reported by  
**BAUER MICHAEL P.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/01/17 for the Period Ending 02/27/17

Address	520 LAKE COOK ROAD DEERFIELD, IL 60015
Telephone	8474844400
CIK	0001519751
Symbol	FBHS
SIC Code	1520 - General Building Contractors-Residential Buildings
Industry	Construction Supplies & Fixtures
Sector	Consumer Cyclical
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Bauer Michael P.</b>  (Last) (First) (Middle)  <b>520 LAKE COOK ROAD, SUITE 400</b>  (Street)  <b>DEERFIELD, IL 60015</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Fortune Brands Home &amp; Security, Inc. [FBHS]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>President, Master Lock</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/27/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, Par Value \$0.01	2/27/2017		A	(1)	4496	A	\$0.00	25434 (2)	D	
Common Stock, Par Value \$0.01	2/28/2017		F	(3)	1413	D	\$57.83	24021 (4)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Options (Right to Buy)	\$58.21	2/27/2017		A	(5)	19330	(6)	2/28/2027	Common Stock	19330	\$58.21	19330	D	

**Explanation of Responses:**

- ( ) Reflects the grant of restricted stock units awarded to the reporting person that vest in three equal annual installments, subject to continued employment
- 1) 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.
- ( ) Includes a total of 13,262 restricted stock units that have not yet vested.
- ( ) 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
- 3) award vested and became payable, such transaction being exempt under Rule 16b-3(e).
- ( ) 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.
- ( ) Reflects the grant of options under the issuer's Long-Term Incentive Plan.
- ( ) The options vest in three equal annual installments beginning on February 28, 2018.

**Reporting Owners**

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

**Signatures**

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

3/1/2017

—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 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.

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