Fortune Brands
A home and security company

520 Lake Cook Road, Deerfield, Illinois 60015

NOTICE OF ANNUAL MEETING
AND PROXY STATEMENT

March 3, 2016

Dear Fellow Stockholders:

We are pleased to invite you to the Annual Meeting of Stockholders of Fortune Brands Home & Security, Inc. on Tuesday, April 26, 2016 at 8:00 a.m. (CDT) at the Westin Chicago North Shore, 601 N. Milwaukee Avenue, Wheeling, Illinois. The following matters will be considered at the Annual Meeting:

Item 1: The election of the two director nominees identified in this Proxy Statement for a three-year term expiring at the 2019 Annual Meeting (see pages 5 to 8);

Item 2: The ratification of the appointment by the Company's Audit Committee of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2016 (see page 44);

Item 3: An advisory vote on the compensation paid to the Company's named executive officers (see page 45); and

such other business as may properly come before the meeting.

Stockholders of record at the close of business on February 26, 2016, the record date for the meeting, are entitled to vote at the Annual Meeting. ***Stockholders who wish to attend the Annual Meeting in person should review the instructions beginning on page 1.***

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE. See pages 1-4 for voting instructions.

This Proxy Statement and accompanying proxy are first being distributed on or about March 11, 2016.

Robert K. Biggart
Senior Vice President, General Counsel and Secretary

Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting of Stockholders to be Held on Tuesday, April 26, 2016.

This Notice of Annual Meeting and Proxy Statement and the Annual Report on Form 10-K for the fiscal year ended December 31, 2015 ("Form 10-K") are available at ***www.proxyvote.com***.

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FREQUENTLY ASKED QUESTIONS

Why did I receive these materials?

These materials were provided to you in connection with the solicitation by the Board of Directors (the "Board") of Fortune Brands Home & Security, Inc. ("Fortune Brands" or the "Company"), of proxies to be voted at our 2016 Annual Meeting of Stockholders and at any adjournment or postponement of the Annual Meeting. The Annual Meeting will take place on April 26, 2016 at 8:00 a.m. (CDT) at the Westin Chicago North Shore, 601 N. Milwaukee Avenue, Wheeling, Illinois. This Proxy Statement describes the matters on which you, as a stockholder, are entitled to vote and gives you the information that you need to make an informed decision on these matters.

Why did I receive a "Notice of Internet Availability of Proxy Materials" instead of printed proxy materials?

Companies are permitted to provide stockholders with access to proxy materials over the Internet instead of mailing a printed copy. We mailed a Notice of Internet Availability of Proxy Materials (the "Notice") to most stockholders. The Notice contains instructions on how to access the proxy materials on the Internet, how to vote and how to request a printed set of proxy materials. This approach reduces the environmental impact and our costs of printing and distributing the proxy materials, while providing a convenient method of accessing the materials and voting.

The Company will make its Annual Report on Form 10-K for the last fiscal year, including any financial statements or schedules, available to stockholders without charge, upon written request to the Secretary, Fortune Brands Home & Security, Inc., 520 Lake Cook Road, Deerfield, Illinois 60015. The Company will furnish exhibits to Form 10-K to each stockholder requesting them upon payment of a $.10 per page fee to cover the Company's cost.

Can I get electronic access to the proxy materials if I received printed materials?

Yes. If you received printed proxy materials, you can also access them online at www.proxyvote.com before voting your shares. The Company's proxy materials are also available on our website at http://ir.fbhs.com/annuals-proxies.cfm. Stockholders are encouraged to elect to receive future proxy materials electronically. If you opt to receive our future proxy materials electronically, you will receive an email next year with instructions containing a link to view those proxy materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it or for as long as the email address provided by you is valid. Stockholders of record who wish to participate can enroll at http://enroll.icsdelivery.com/fbhs. Beneficial owners should check with their bank or broker regarding the availability of this service.

What is the difference between being a stockholder of record and a beneficial owner?

If your shares are registered directly in your name with Wells Fargo Shareowner Services, the Company's transfer agent, you are the "stockholder of record." If your shares are held in a brokerage account or by a bank, you hold your shares in "street name" and are a "beneficial owner" of those shares. The majority of stockholders are beneficial owners. For such shares, the bank or broker is considered the stockholder of record for purposes of voting at the Annual Meeting. Beneficial owners have the right to direct their bank or broker on how to vote the shares held in their account by using the voting instructions provided by the bank or broker.

Who is entitled to vote?

Only stockholders who owned the Company's common stock of record at the close of business on February 26, 2016 are entitled to vote. Each holder of common stock is entitled to one vote per share. There were 152,579,248 shares of common stock outstanding on February 26, 2016.

We request that persons who hold stock in their names or custody or in the names of nominees, for the benefit of others, forward copies of the Notice to the beneficial owners of our stock and request the authority to vote on their behalf.

Who can attend the meeting?

Only stockholders who owned Fortune Brands' common stock as of the close of business on February 26, 2016, or their authorized representatives, may attend the Annual Meeting. At the entrance to the meeting, stockholders will be asked to present valid photo identification to determine if you owned common stock on February 26, 2016. If you are acting as a proxy, you will need to submit a valid written legal proxy signed by the owner of the common stock. ***You must bring such evidence with you to be admitted to the meeting.***

Stockholders who own their shares in "street name" will be required to submit proof of ownership at the entrance to the meeting. Either your voting instruction card or brokerage statement reflecting your stock ownership as of February 26, 2016 may be used as proof of ownership.

What matters will be voted on at the Annual Meeting?

Three matters will be considered at the 2016 Annual Meeting of Stockholders, which are:

- the election of two Class II directors identified in this Proxy Statement (*Item 1*);
- the ratification of the appointment of our independent registered public accounting firm *(Item 2)*; and
- the advisory vote on the compensation paid to the Company's named executive officers *(Item 3)*.

How do I vote?

If you received a Notice in the mail, you can either vote by (i) Internet (www.proxyvote.com) or (ii) in person at the Annual Meeting. Voting instructions are provided on the Notice. If you request a paper copy of the materials, you may vote by mail.

Stockholders who received printed proxy materials in the mail can vote by (i) filling out the proxy card and returning it in the postage paid return envelope, (ii) telephone (800-690-6903), (iii) Internet (www.proxyvote.com), or (iv) in person at the Annual Meeting of Stockholders. Voting instructions are provided on the proxy card.

Stockholders who received proxy materials electronically can vote by (i) Internet (www.proxyvote.com), (ii) telephone (800-690-6903), or (iii) in person at the Annual Meeting of Stockholders.

If you are a beneficial owner of our shares, you must vote by giving instructions to your bank or broker. You should follow the voting instructions on the form that you receive from your bank or broker. The availability of telephone or Internet voting will depend on your bank's or broker's voting process. ***To be able to vote in person at the Annual Meeting, you must obtain a legal proxy from your bank or broker in advance and present it to the Inspector of Election with your completed ballot at the Annual Meeting.***

How will my proxy be voted?

Your proxy card, when properly signed and returned to us, or processed by telephone or via the Internet, and not revoked, will be voted in accordance with your instructions. If any matter is properly presented other than the three items described above, the Proxy Committee (the persons named in the enclosed proxy card or, if applicable, their substitutes), will have discretion to vote your shares in their best judgment.

What if I don't mark the boxes on my proxy or voting instruction card?

Unless you give other instructions on your proxy card, or unless you give other instructions when you cast your vote by telephone or the Internet, the Proxy Committee will vote your shares in accordance with the recommendations of the Board, which are ***FOR*** Items 1, 2 and 3.

If you hold shares beneficially and you have not provided voting instructions, your bank or broker is only permitted to use its discretion and vote your shares on certain routine matters (Item 2). If you have not provided voting instructions to your bank or broker on non-routine matters (Items 1 and 3), your bank or broker is not permitted to use discretion and vote your shares. ***Therefore, we urge you to give voting instructions to your bank or broker on all three voting items.*** Shares that are not permitted to be voted by your bank or broker with respect to any matter are called "broker non-votes." Broker non-votes are not considered votes for or against a proposal and will have no direct impact on any proposal.

How many votes are needed to approve an item?

The nominees for director, in non-contested elections, must receive a majority of the votes cast at the meeting, in person or by proxy, to be elected. A proxy card marked to abstain on the election of a director will not be counted as a vote cast with respect to that director.

Under the Company's majority vote Bylaw provision relating to the election of directors, if the number of votes cast "for" a director nominee does not exceed the number of votes cast "against" the director nominee, then the director must tender his or her resignation from the Board promptly after the certification of the stockholder vote. The Board (excluding the nominee in question) will decide within 90 days of that certification, through a process managed by the Nominating and Corporate Governance Committee, whether to accept the resignation. The Board's explanation of its decision will be promptly disclosed in a filing with the Securities and Exchange Commission ("SEC").

The affirmative vote of shares representing a majority in voting power of the common stock, present in person or represented by proxy at the meeting, and entitled to vote is necessary for the approval of Items 2 and 3. Proxy cards marked as abstentions on Items 2 and 3 will not be voted and will have the effect of a negative vote.

How can I revoke my proxy or change my vote?

You may revoke your proxy by giving written notice to the Secretary of the Company or by delivering a later dated proxy at any time before it is actually voted. If you voted on the Internet or by telephone, you may change your vote by voting again. Your last vote is the vote that will be counted. Attendance at the Annual Meeting does not revoke your proxy unless you vote at the Annual Meeting.

Will my vote be public?

As a matter of policy, proxies, ballots and tabulations that identify individual stockholders are not publicly disclosed, but are available to the independent Inspector of Election, the proxy solicitation firm and certain employees of the Company.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority in voting power of the outstanding shares of common stock entitled to vote will constitute a quorum. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

Our Board is soliciting this proxy. The Company will bear the expense of soliciting proxies for this meeting, including mailing costs. To assure that there is sufficient representation at the meeting, our proxy solicitor or our employees may solicit proxies by telephone, facsimile or in person. We have retained Innisfree M&A Incorporated as our proxy solicitor to aid in soliciting proxies for a fee, estimated at $15,000, plus reasonable out-of-pocket expenses. Our total expenses will depend upon the volume of shares represented by the proxies received in response to the Notice and Proxy Statement.

What if I am a participant in the Fortune Brands Home & Security Retirement Savings Plan or the Fortune Brands Home & Security Hourly Employee Retirement Savings Plan?

We are mailing a printed copy of the proxy materials to participants in the Fortune Brands Home & Security Retirement Savings Plan and the Fortune Brands Home & Security Hourly Employee Retirement Savings Plan (collectively, the "Savings Plans") who invest in the Fortune Brands Stock Fund through the Savings Plans. The Trustee of the Savings Plans, as record holder of the Fortune Brands common stock held in the Savings Plans, will vote whole shares attributable to your interest in the Fortune Brands Stock Fund in accordance with your directions. If you invest in the Fortune Brands Stock Fund under the Savings Plans and you sign and return the enclosed proxy card, we will forward it to the Trustee of the Savings Plans. The proxy card will serve as instruction to the Trustee to vote the whole shares attributable to your interest in the manner you indicate on the card. If the Trustee does not receive timely direction with respect to the voting of your shares held in the Fortune Brands Stock Fund, the Trustee will vote such shares in the same manner and in the same proportion as the shares for which the Trustee received voting instructions.

How can I eliminate multiple mailings to the same address?

If you and other residents at your mailing address are registered stockholders and you receive more than one copy of the Notice, but you wish to eliminate the duplicate mailings, you must submit a written request to the Company's transfer agent, Wells Fargo. To request the elimination of duplicate copies, please write to Wells Fargo Shareowner Services, 1110 Centre Pointe Curve, Suite 101, MAC N9173-010, Mendota Heights, Minnesota 55120.

If you and other residents at your mailing address own shares in street name, your broker or bank may have sent you a notice that your household will receive only one Notice or one set of proxy materials for each company in which you hold stock through that broker or bank. This practice, known as "householding," is designed to reduce our printing and postage costs. If you did not respond, the broker or bank will assume that you have consented, and will send only one copy of the Notice to your address. You may revoke your consent to householding at any time by sending your name, the name of your brokerage firm, and your account number to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. The revocation of your consent to householding will be effective 30 days following its receipt. In any event, if you did not receive an individual copy of the Notice, or if you wish to receive individual copies of the Notice or our proxy materials for future meetings, we will send a copy to you if you call Shareholder Services at (847) 484-4538, or write to the Secretary of Fortune Brands Home & Security, Inc., 520 Lake Cook Road, Deerfield, Illinois 60015.

How can I submit a stockholder proposal or nomination next year?

Our Bylaws provide that in order for a stockholder to (i) nominate a candidate for election to our Board at the 2017 Annual Meeting, or (ii) propose business for consideration at the 2017 Annual Meeting, written notice containing the information required by the Bylaws must be delivered to the Secretary of the Company no less than 90 days nor more than 120 days before the anniversary of the prior year's Annual Meeting, that is, after December 27, 2016 but no later than January 26, 2017 for the 2017 Annual Meeting.

Under SEC rules, if a stockholder wishes to submit a proposal for possible inclusion in the Company's 2017 proxy statement pursuant to Rule 14a-8 of the Exchange Act, we must receive it on or before November 11, 2016.

Copies of the Restated Certificate of Incorporation and Bylaws are available upon written request to the Secretary, Fortune Brands Home & Security, Inc., 520 Lake Cook Road, Deerfield, Illinois 60015. The person presiding at the meeting is authorized to determine if a proposed matter is properly brought before the meeting or if a nomination is properly made.

Item 1 – Election of Directors

Summary of Qualification of Directors

The Board believes that all directors must possess a considerable amount of education and business management experience (such as experience as a chief executive, chief operating or chief financial officer). The Board also believes that it is necessary for each of the Company's directors to possess many qualities and skills. The Board believes that there are certain general requirements which are mandatory for service on the Company's Board, while there are other skills and experiences that should be represented on the Board as a whole, but not necessarily by each individual director.

General requirements for all directors:

- Extensive executive leadership experience
- Excellent business judgment
- High level of integrity and ethics
- Original thinking
- Strong commitment to the Company's goal of maximizing stockholder value

Specific experiences, qualifications, and backgrounds to be represented on the Board as a whole:

- Financial and/or accounting expertise
- Consumer products expertise
- Knowledge of international markets
- Chief executive officer/chief operating officer/chief financial officer experience
- Extensive board experience
- Diversity of skill, background and viewpoint

The process used by the Nominating and Corporate Governance Committee in recommending qualified director candidates is described below under Corporate Governance – Director Nomination Process (see page 10 of this Proxy Statement).

Election of Class II Directors

The Board consists of nine members and is divided into three classes, each having three-year terms that expire in successive years. The term of the Class II directors expires at the 2016 Annual Meeting of Stockholders. In 2015, Ms. Susan S. Kilsby was recommended for nomination to the Board by certain non-management directors and the chief executive officer and was appointed as a Class II member of the Board of Directors for a term continuing until the 2016 Annual Meeting of Stockholders. The Board has nominated Ms. Kilsby and Mr. Christopher J. Klein, each of whom is currently serving as a Class II director, for re-election as Class II directors for a new term of three years expiring at the 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualified. Mr. Richard A. Goldstein, who currently serves as a Class II director, was not nominated for re-election and will retire from the Board immediately following the Annual Meeting of Stockholders. The Board did not re-nominate Mr. Goldstein consistent with the retirement age policy set out in the Company's Corporate Governance Principles and has reduced the size of the Board from nine directors to eight directors, effective immediately following the Annual Meeting. Proxies cannot be voted for more than the number of nominees proposed for re-election.

Each of the nominees has consented to be named as a nominee and to serve as a director, if elected. If any of them should become unavailable to serve as a director (which is not now expected), the Board may designate a substitute nominee. In that case, the Proxy Committee will vote for the substitute nominee designated by the Board.

The names of the nominees and the current Class I and Class III directors, along with their present positions, their principal occupations and directorships held with other public corporations during the past five years, their ages and the year first elected as a director of the Company, are set forth below. Individual qualifications and experiences of our directors that contribute to the Board's effectiveness as a whole are also described in the following paragraphs.

ITEM 1 – ELECTION OF DIRECTORS (CONTINUED)

Name	*Present positions and offices with the Company, principal occupations during the past five years and other directorships*	*Age*	*Year first elected director*

NOMINEES FOR DIRECTOR – CLASS II DIRECTORS – TERM EXPIRING 2019

 Susan S. Kilsby	Retired since May 2014; Senior Advisor at Credit Suisse AG, an investment banking firm, from 2009 to May 2014; Managing Director of European Mergers and Acquisitions of Credit Suisse prior thereto. Currently also a director of Shire Plc, Keurig Green Mountain, Inc. and BBA Aviation PLC. Formerly a director of L'Occitane International S.A. and Coca-Cola HBC AG.	57	2015

Ms. Kilsby has a distinguished global career in investment banking and brings extensive mergers and acquisitions and international business experience to the Board. She held a variety of senior positions with The First Boston Corporation, Bankers Trust and Barclays de Zoete Wedd. In addition to her experience at Credit Suisse, Ms. Kilsby has extensive board experience and currently serves as the non-executive Chair of Shire Plc.

 Christopher J. Klein	Chief Executive Officer of Fortune Brands Home & Security since January 2010. President and Chief Operating Officer prior thereto.	52	2010

Mr. Klein's leadership as Chief Executive Officer of the Company and his vast corporate strategy, business development and operational experience provide him with intimate knowledge of our operations and the challenges faced by the Company. Mr. Klein led the Company through the spin-off from Fortune Brands, Inc. in 2011. Prior to the Company's spin-off, he held several leadership positions at Fortune Brands, Inc., helping to reshape the business through acquisitions and divestitures. Prior to joining Fortune Brands, Mr. Klein held key strategy and operating positions at Bank One Corporation and also served as a partner at McKinsey & Company, a global management consulting firm.

The Board of Directors recommends that you vote FOR the election of each nominee named above.

Item 1 – Election of Directors (Continued)

Name	Present positions and offices with the Company, principal occupations during the past five years and other directorships	Age	Year first elected director
	CLASS III DIRECTORS – TERM EXPIRING 2017		
 A.D. David Mackay	Retired since January 2011; President and Chief Executive Officer of Kellogg Company, a packaged foods manufacturer, prior thereto. Currently also a director of Keurig Green Mountain, Inc. and McGrath Limited. Formerly a director of Woolworths Limited, Beam Inc. and Kellogg Company.	60	2011

Mr. Mackay held various key executive positions with Kellogg Company including Chief Executive Officer and Chief Operating Officer, bringing to our Board the perspective of a leader who faced a similar set of external economic, social and governance issues to those that face our Company. Mr. Mackay also has significant international business experience, as well as extensive board experience.

 David M. Thomas	Retired since March 2006; Chairman of the Board and Chief Executive Officer of IMS Health Incorporated, a provider of information services to the pharmaceutical and healthcare industries, prior thereto. Currently also a director of The Interpublic Group of Companies, Inc. and a member of the Fidelity Investments Board of Trustees. Formerly a director of Fortune Brands, Inc.	66	2011

Mr. Thomas' experience as a Chief Executive Officer of IMS Health Incorporated and his management experience at premier global technology companies, including IBM, helps the Board address the challenges the Company faces due to rapid changes in IT capabilities and communications and global distribution strategies. Mr. Thomas also has extensive board experience.

 Norman H. Wesley	Retired since October 2008; Chairman of the Board and Chief Executive Officer of Fortune Brands, Inc. prior thereto. Currently also a director of Acuity Brands, Inc. and Keurig Green Mountain, Inc. Formerly a director of ACCO Brands, Inc. and Fortune Brands, Inc.	66	2011

Mr. Wesley's experience as Chief Executive Officer of a consumer products conglomerate gives him unique insights into the Company's challenges, opportunities and operations. Mr. Wesley also has extensive board experience.

Name	Present positions and offices with the Company, principal occupations during the past five years and other directorships	Age	Year first elected director
	CLASS I DIRECTORS – TERM EXPIRING 2018		
 Ann F. Hackett	Partner and co-founder of Personal Pathways, LLC, a company providing web-based enterprise collaboration platforms, since 2015. Prior to that, President of Horizon Consulting Group, LLC, a strategic and human resource consulting firm, founded by Ms. Hackett in 1996. Currently also a director of Capital One Financial Corporation. Formerly a director of Beam Inc.	62	2011

Ms. Hackett has extensive experience in leading companies that provides strategic, organizational and human resource consulting services to boards of directors and senior management teams. She has experience leading change initiatives, risk management, talent management and succession planning and in creating performance based compensation programs. She also has significant international experience as well as extensive board experience.

Name	Present positions and offices with the Company, principal occupations during the past five years and other directorships	Age	Year first elected director
 John G. Morikis	Chief Executive Officer of The Sherwin-Williams Company, a manufacturer of paint and coating products, since January 2016; President and Chief Operating Officer prior thereto. Currently a director of The Sherwin-Williams Company.	52	2011

Mr. Morikis' experience as a Chief Executive Officer and as a Chief Operating Officer of The Sherwin-Williams Company, and his more than 30 years of experience with a consumer home products company, brings to our Board the perspective of a leader who faces similar external economic issues that face our Company.

Name	Present positions and offices with the Company, principal occupations during the past five years and other directorships	Age	Year first elected director
 Ronald V. Waters, III	Retired since May 2010; President and Chief Executive Officer of LoJack Corporation, a provider of tracking and recovery systems, prior thereto. Currently also a director of HNI Corporation and Paylocity Holding Corporation. Formerly a director of LoJack Corporation, Fortune Brands, Inc. and Chiquita Brands International, Inc.	63	2011

Mr. Waters has considerable executive leadership and financial management experience. He served as Chief Executive Officer and Chief Operating Officer at LoJack Corporation, a premier technology company, and as Chief Operating Officer and Chief Financial Officer at Wm. Wrigley Jr. Company, a leading confectionary manufacturing company. Mr. Waters also has extensive board experience.

Corporate Governance

Fortune Brands is committed to maintaining strong corporate governance practices that are good for our stockholders and our business. We are dedicated to maintaining these practices and upholding high standards of conduct.

Corporate Governance Principles

The Board adopted a set of Corporate Governance Principles which describe our corporate governance practices and address corporate governance issues such as Board composition and responsibilities, Board meeting procedures, the establishment of Board committees, management succession planning process and review of risks. The Corporate Governance Principles are available at http://ir.fbhs.com/corporate-governance.cfm.

Director Independence

The Company's Corporate Governance Principles provide that a majority of the members of the Board shall be independent directors. New York Stock Exchange requirements, as well as the Company's committee charters, require each member of the Audit, Compensation and Nominating and Corporate Governance Committees to be independent. The Board applies the definition of independence found in the New York Stock Exchange Listed Company Manual in determining which directors are independent. When determining each director's independence, the Board also considered charitable contributions made by the Company to organizations with which each director is affiliated.

Applying that definition, Messrs. Goldstein, Mackay, Morikis, Thomas, Wesley and Waters and Mses. Hackett and Kilsby were affirmatively determined by the Board to be independent and all such charitable relationships were deemed immaterial. Due to Mr. Klein's employment with the Company, he is not considered independent.

None of the non-employee directors has any material relationship with the Company other than being a director and stockholder. Also, none of the non-employee directors participated in any transaction or arrangement that interferes with such director's independence.

Policies with Respect to Transactions with Related Persons

The Board has adopted a Code of Business Conduct and Ethics which sets forth various policies and procedures intended to promote the ethical behavior of all of the Company's employees, officers and directors (the "Code of Conduct"). The Code of Conduct describes the Company's policy on conflicts of interest. The Board has established a Compliance Committee (comprised of management) which is responsible for administering and monitoring compliance with the Code of Conduct. The Compliance Committee periodically reports on the Company's compliance efforts to the Audit Committee and to the Board.

The Board has also established a Conflicts of Interest Committee (comprised of management) which is responsible for administering, interpreting and applying the Company's policies with respect to conflicts of interest. The Conflicts of Interest Policy describes the types of relationships that may constitute a conflict of interest with the Company. Under the Conflicts of Interest Policy, directors and executive officers are responsible for reporting any potential related person transaction (as defined in Item 404 of Regulation S-K) to the Conflicts of Interest Committee in advance of commencing a potential transaction. The Conflicts of Interest Committee will present to the Audit Committee any potential related party transaction. The Audit Committee will evaluate the transaction, determine whether the interest of the related person is material and approve or ratify, as the case may be, the transaction. In addition, the Company's executive officers and directors annually complete a questionnaire on which they are required to disclose any related person transactions and potential conflicts of interest. The General Counsel reviews the responses to the questionnaires and, if a related person transaction is reported by a director or executive officer, submits the transaction for review by the Audit Committee. The Conflicts of Interest Committee also reviews potential conflicts of interest and reports findings involving any director of the Company to the Nominating and Corporate Governance Committee (the "Nominating Committee"). The Nominating Committee will review any potential conflict of interest involving a member of the Board to determine whether such potential conflict would affect that director's independence.

Certain Relationships and Related Transactions

Since January 1, 2015, the Company did not participate in any transactions in which any of its directors, executive officers, any immediate family member of a director or executive officer or any beneficial owner of more than 5% of the Company's common stock had a direct or indirect material interest.

Director Nomination Process

The Nominating Committee is responsible for, among other things, screening potential director candidates, recommending qualified candidates to the Board for nomination and assessing director independence.

When identifying director candidates, the Nominating Committee determines whether there are any evolving needs that require an expert in a particular field or other specific skills or experiences. When evaluating director candidates, the Nominating Committee first considers a candidate's management experience and then considers issues of judgment, background, stature, conflicts of interest, integrity, ethics and commitment to the goal of maximizing stockholder value. The Nominating Committee also focuses on issues of diversity, such as diversity of gender, race and national origin, education, professional experience and differences in viewpoints and skills. The Nominating Committee does not have a formal policy with respect to diversity; however, the Board and the Nominating Committee believe that it is essential that the Board members represent diverse viewpoints. In considering candidates for the Board, the Nominating Committee considers the entirety of each candidate's credentials in the context of these standards. With respect to the nomination of continuing directors for re-election, the individual's contributions to the Board are also considered. For the purpose of this Annual Meeting of Stockholders, the Nominating Committee recommended the nomination of Ms. Kilsby and Mr. Klein as Class II directors.

In connection with future director elections, or at any time there is a vacancy on the Board, the Nominating Committee may retain a third-party search firm to assist in locating qualified candidates that meet the needs of the Board at that time.

It is the Nominating Committee's policy to consider director candidates recommended by stockholders, if such recommendations are properly submitted to the Company. Stockholders that wish to recommend an individual as a director candidate for consideration by the Nominating Committee can do so by writing to the Secretary of Fortune Brands Home & Security, Inc. at 520 Lake Cook Road, Deerfield, Illinois 60015. Recommendations must include the proposed nominee's name, biographical data and qualifications, as well as other information that would be required if the stockholder were actually nominating the recommended candidate pursuant to the procedures for such nominations provided in our Bylaws. The Nominating Committee will consider the candidate and the candidate's qualifications in the same manner in which it evaluates nominees identified by the Nominating Committee. The Nominating Committee may contact the stockholder making the nomination to discuss the qualifications of the candidate and the stockholder's reasons for making the nomination. Members of the Nominating Committee may then interview the candidate if the committee deems the candidate to be appropriate. The Nominating Committee may use the services of a third-party search firm to provide additional information about the candidate prior to making a recommendation to the Board.

The Nominating Committee's nomination process is designed to ensure that the Nominating Committee fulfills its responsibility to recommend candidates that are properly qualified to serve the Company for the benefit of all of its stockholders, consistent with the standards established under the Company's Corporate Governance Principles.

Communication with the Board

The Board and management encourage communication from the Company's stockholders. Stockholders who wish to communicate with the Company's management should direct their communication to the Chief Executive Officer or the Secretary of Fortune Brands Home & Security, Inc. at 520 Lake Cook Road, Deerfield, Illinois 60015. Stockholders, or other interested parties, who wish to communicate with the non-management directors or any individual director should direct their communication c/o the Secretary at the address above. The Secretary will forward communications intended for the Board to the Chairman of the Board, or, if intended for an individual director, to that director. If multiple communications are received on a similar topic, the Secretary may, in his or her discretion, forward only representative correspondence. Any communications that are abusive, in bad taste or present safety or security concerns may be handled differently.

Board Leadership Structure

Mr. Thomas serves as the Company's non-executive, independent Chairman. The Board determined that having an independent director serve as Chairman of the Board is in the best interests of our stockholders at this time. This leadership structure aids the Board's oversight of management and allows our Chief Executive Officer to focus primarily on his management responsibilities. The non-executive Chairman has the responsibility of presiding at all meetings of the Board, consulting with the Chief Executive Officer on Board meeting agendas, acting as a liaison between management and the non-management directors, including maintaining frequent contact with the Chief Executive Officer and advising him or her on the efficiency of the Board meetings, facilitating teamwork and communication between the non-management directors and management, as well as additional responsibilities that are more fully described in the Company's Corporate Governance Principles. In addition, the Company's non-executive Chairman facilitates the Board's annual performance assessment of the Chief Executive Officer.

The Board does not believe that a single leadership structure is right at all times, so the Board periodically reviews its leadership structure to determine, based on the circumstances at the time, whether other leadership structures might be appropriate for the Company. The Board has been and remains committed to maintaining strong corporate governance and appropriate independent oversight of management. Given that each of the members of the Board, other than Mr. Klein, is independent we believe that the leadership structure currently utilized by the Board provides effective independent Board leadership and oversight.

Executive Sessions

Pursuant to the Company's Corporate Governance Principles, non-management directors of the Board are required to meet on a regularly scheduled basis without the presence of management. The non-executive Chairman of the Board leads these sessions.

Meeting Attendance

The Board of Directors met six times in 2015. Each director attended at least 75% of the total meetings of the Board and committees of the Board of which the director was a member during 2015. Pursuant to the Company's Corporate Governance Principles, all directors are encouraged and expected to attend the Annual Meeting. In 2015, all of the directors attended the Company's annual meeting of stockholders.

Risk Management

The responsibility for the day-to-day management of risks lies with the Company's management team; however, the Board has an active role, as a whole and also at the committee level, in overseeing the strategy and process for managing the Company's risks. The Board regularly reviews information regarding the Company's business strategy, leadership development, resource allocation, succession planning, credit, liquidity and operations, as well as the risks associated with each. The Company's overall risk management program consists of periodic management discussions analyzing and mitigating risks, an annual review of risks associated with each of the Company's operating businesses and an annual review of risks related to the Company's compensation programs and practices.

Annually, management identifies both external risks (i.e., economic) and internal risks (i.e., strategic, operational, financial and compliance), assesses the impact of these risks and determines how to mitigate such risks. The Audit Committee manages the Company's risk management program and reviews the results of the annual assessment. Management also provides the Audit Committee with quarterly updates on the Company's risks. In addition, the Audit Committee oversees management of the Company's financial risks.

The Company's Compensation Committee is responsible for overseeing the management of risks relating to the compensation paid to the Company's executives and the Company's executive compensation plans and programs. Annually, the Compensation Committee's independent compensation consultant conducts an assessment of the risks associated with the Company's executive compensation practices and programs. The compensation consultant conducts a more extensive review of all of the Company's broad-based compensation incentive arrangements every three years. For more information about that assessment see "Compensation Risks" below.

The Nominating Committee manages risks associated with the independence of the Board, potential conflicts of interest of Board members, and the Company's corporate governance structure, as well as management of risks associated with the environment, health and safety, diversity, philanthropy, global citizenship and sustainability.

While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about all of the risks described above. The Board's assignment of responsibility for the oversight of specific risks to its committees enables the entire Board, under the leadership of the non-executive Chairman and the Chief Executive Officer, to better monitor the risks of the Company and more effectively develop strategic direction, taking into account the various risks facing the Company, including the magnitude of such risks.

Compensation Risks

The Compensation Committee's compensation consultant conducts an annual assessment of the risks associated with the compensation policies and practices used to compensate the Company's executives and reports on the assessment to the Compensation Committee. In 2015, the Compensation Committee, with assistance from its independent compensation consultant, reviewed the elements of executive compensation to determine whether any portion of executive compensation encouraged excessive risk taking and concluded that they do not. In general, the executive compensation arrangements are consistent with the structure and design of other companies of similar size and industry sector, and the following risk-mitigating design features have been incorporated into the Company's programs:

- The Company utilizes multiple long-term incentive vehicles with overlapping three-year performance cycles;
- The Company uses multiple and diverse performance metrics in incentive plans;
- The upside on payout potential is capped for both short-term and long-term incentives;
- The majority of an individual's total compensation mix is not derived from a single component of compensation; and
- The Company maintains stock ownership guidelines, a policy prohibiting hedging and pledging and a formal clawback policy.

As described in our Compensation Discussion and Analysis, compensation decisions are made using a combination of objective and subjective considerations designed to mitigate excessive risk taking by executives.

Board Committees

The Board established an Audit Committee, a Compensation Committee, an Executive Committee and a Nominating and Corporate Governance Committee. A list of current Committee memberships may be found on the Company's website at http://ir.fbhs.com/committees.cfm. The Committee memberships as of the date of this Proxy Statement are set forth below:

Name	Audit	Compensation	Executive	Nominating and Corporate Governance
Richard A. Goldstein*		X		X
Ann F. Hackett		C	X	X
Susan S. Kilsby		X		X
Christopher J. Klein			X	
A. D. David Mackay	X	X		
John G. Morikis	X	X		
David M. Thomas	X		C	C
Ronald V. Waters, III	C		X	X
Norman H. Wesley	X	X		

An "X" indicates membership on the committee.
A "C" indicates that the director serves as the chair of the committee.
* As of the date of this Proxy Statement, Mr. Goldstein serves as a Class II director and on the committees indicated in the chart. Mr. Goldstein was not nominated for re-election and will retire from the Board immediately following the 2016 Annual Meeting of Stockholders.

Audit Committee

The Audit Committee's primary function is to assist the Board in overseeing the (i) integrity of the Company's financial statements and the financial reporting process; (ii) Company's compliance with legal and regulatory requirements; (iii) independence and qualifications of the Company's external auditors; and (iv) performance of the Company's external and internal auditors.

Each member of the Audit Committee (Messrs. Mackay, Morikis, Thomas, Waters and Wesley), is financially literate. Each of Messrs. Mackay, Thomas, Waters and Wesley has accounting or financial management expertise and is an audit committee financial expert as defined in Item 407(d)(5)(ii) and (iii) of Regulation S-K under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As required by its charter, each Audit Committee member has also been determined by our Board to be independent as such term is defined in Rule 10A-3 under the Exchange Act and the New York Stock Exchange Listed Company Manual. The Audit Committee met eight times in 2015.

Compensation Committee

The Compensation Committee's primary functions are to (i) develop and critically review the Company's executive pay philosophy and practices so that they are aligned with the Company's business strategy; and (ii) set the compensation of the Company's executive officers, which includes the presidents of the Company's principal operating companies, in a manner that is consistent with competitive practices, individual and Company performance and the requirements of appropriate regulatory bodies.

As required by its charter, each member of the Compensation Committee (Messrs. Goldstein, Mackay, Morikis and Wesley and Mses. Hackett and Kilsby) has been determined by our Board to be independent as such term is defined in the New York Stock Exchange Listed Company Manual and pursuant to SEC regulations. The Committee has created a special Subcommittee comprised of Mses. Hackett and Kilsby and Messrs. Goldstein, Mackay and Morikis that is responsible for approving all performance standards and payments for any pay program intended to qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code (the "Code"). The Compensation Committee met six times in 2015.

Compensation Committee Procedures

The Compensation Committee directs management to prepare financial data to be used by the Compensation Committee in determining executive compensation. In addition, members of the Company's human resources department assist in the preparation of executive compensation tally sheets and historical information describing compensation paid to executives and the Compensation Committee's independent consultant provides market data for use in determining executive compensation. The Compensation Committee is presented with recommendations from management and from the Committee's independent compensation consultant as to the level and type of compensation to provide to the Company's executive officers. Members of the Company's legal department provide the Compensation Committee with general advice on laws applicable to executive compensation and the directors' fiduciary duties in setting compensation.

The Chief Executive Officer attends meetings of the Compensation Committee. The Chief Executive Officer's feedback about each officer's performance is essential in the Compensation Committee's determination of the officer's salary and target incentive compensation determinations. See pages 18 through 32 of this Proxy Statement for more information about how the Compensation Committee determined the executive officers' compensation in 2015.

Compensation Committee Consultant

The Compensation Committee engages an outside compensation consultant. Meridian Compensation Partners, LLC ("Meridian") was retained directly by and reports directly to the Compensation Committee. In 2015, Meridian provided the following services and information to the Compensation Committee:

- Made recommendations as to best practices for structuring executive pay arrangements and executive compensation (including the amount and form of compensation) consistent with the Company's business needs, pay philosophy, market trends and latest legal and regulatory considerations;
- Provided market data (including compiling the Survey Group and related performance data) as background for decisions regarding Chief Executive Officer and executive officer compensation;
- Performed an assessment of risks associated with the Company's executive compensation structure and design; and
- Attended Compensation Committee meetings (including executive sessions without the presence of management) and summarized alternatives for compensation arrangements that may have been considered in formulating final recommendations, as well as the consultant's rationale for supporting or opposing management's proposals.

The Compensation Committee has authorized Meridian to interact with management in connection with advising the Compensation Committee. Meridian is included in discussions with management and, when applicable, the Compensation Committee's outside legal counsel on matters being brought to the Compensation Committee for consideration. Meridian is prohibited from performing any services for management outside of services needed in connection with advising the Compensation Committee. The Compensation Committee has assessed Meridian's independence and concluded that Meridian's work for the Compensation Committee does not raise any conflict of interest.

Executive Committee

The Executive Committee did not meet in 2015. The Executive Committee has all the authority of the full Board, except for specific powers that are required by law to be exercised by the full Board. The Executive Committee may not amend the Company's charter, adopt an agreement of merger, recommend actions for stockholder approval, amend or repeal the Bylaws, elect or appoint any director or remove an officer or director, amend or repeal any resolutions of the Board, fix the Board's compensation, and unless expressly authorized by the Board, declare a dividend, authorize the issuance of stock or adopt a certificate of merger.

Nominating and Corporate Governance Committee

The Nominating Committee's primary functions are to (i) provide recommendations to the Board with respect to the organization and function of the Board and its committees; (ii) recruit, identify and recommend potential director candidates and nominees; (iii) develop a set of corporate governance principles; (iv) oversee the process of the evaluation of the Board and management; and (v) review and advise management on matters relating to the Company's responsibilities to its employees and the community. The Nominating Committee also makes recommendations to the Board regarding the level and composition of compensation for non-employee directors.

As required by its charter, each member of the Nominating Committee (Messrs. Goldstein, Thomas and Waters and Mses. Hackett and Kilsby) has been determined by our Board to be independent as such term is defined in the New York Stock Exchange Listed Company Manual. The Nominating Committee met four times in 2015.

Other Corporate Governance Resources

The charters of each committee, the Company's Corporate Governance Principles, the Company's Code of Business Conduct and Ethics and the Company's Code of Ethics for Senior Financial Officers are available on the Company's website at http://ir.fbhs.com/corporate-governance.cfm.

DIRECTOR COMPENSATION

Cash Fees

The annual cash fee for services as a non-employee director of the Company is $80,000. The members of the Audit Committee (Messrs. Mackay, Morikis, Thomas, Waters and Wesley) and the Compensation Committee (Mses. Hackett and Kilsby and Messrs. Goldstein, Mackay, Morikis and Wesley) receive an additional annual cash fee of $7,500 for their service on these committees. In addition, the chairperson of each of the Audit, Compensation and Nominating and Corporate Governance Committees receives an additional annual cash fee of $15,000 for such service (Mr. Waters, Ms. Hackett and Mr. Thomas, respectively). Mr. Thomas receives an additional annual cash fee of $200,000 for his service as non-executive Chairman of the Board. Directors may elect to receive payment of their cash fees in Company common stock rather than cash.

Stock Awards

In April 2015, each non-employee director (other than Ms. Kilsby) received an annual stock grant that was based on a set dollar value of $115,000. The number of shares granted was determined by dividing the dollar value of the annual stock grant ($115,000) by the closing price of the Company's common stock on the grant date ($45.62), rounded to the nearest share. Accordingly, 2,521 shares of Company common stock were granted to each of the then-serving non-employee directors in April 2015. As Ms. Kilsby was elected a director in July 2015, she did not receive a 2015 stock grant. Directors may elect to defer receipt of their annual stock awards until the January following the year in which the individual ceases serving as a director of the Company.

Director Stock Ownership Guidelines

To further align the Board's interests with those of stockholders, the Board established Stock Ownership Guidelines for non-employee directors. Directors are encouraged to own Company common stock with a fair market value currently equal to $240,000 (or three times their annual cash fee, which is currently set at $80,000). The guidelines allow directors five years from the date of the director's election to the Board to meet the guidelines. All of our directors, other than Ms. Kilsby, currently meet the Stock Ownership Guidelines. Ms. Kilsby has five years from the date of her election to the Board to meet the guidelines. For information about the beneficial ownership of the Company's securities held by directors and executive officers, see "Certain Information Regarding Security Holdings" on pages 46 and 47.

Anti-Hedging and Anti-Pledging

The Company has a policy prohibiting directors (as well as senior management) from hedging the risk of owning Company common stock and from pledging or otherwise encumbering shares of Company common stock as collateral for indebtedness in any manner including, but not limited to, holding shares in a margin account.

2015 DIRECTOR COMPENSATION*							
Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(2)	Total ($)
Richard A. Goldstein	$ 87,500	$115,000	n/a	n/a	n/a	$3,380	$205,880
Ann F. Hackett	$102,500	$115,000	n/a	n/a	n/a	$2,577	$220,077
Susan S. Kilsby(3)	$ 37,399	n/a	n/a	n/a	n/a	$ 259	$ 37,658
A.D. David Mackay	$ 95,000	$115,000	n/a	n/a	n/a	$1,577	$211,577
John G. Morikis(4)	$ 95,000	$115,000	n/a	n/a	n/a	$5,844	$215,844
David M. Thomas	$302,500	$115,000	n/a	n/a	n/a	$7,506	$425,006
Ronald V. Waters, III	$102,500	$115,000	n/a	n/a	n/a	$6,577	$224,077
Norman H. Wesley	$ 95,000	$115,000	n/a	n/a	n/a	$2,506	$212,506

** Although Mr. Klein currently serves as a member of the Board, he does not receive any additional compensation for such service.*

(1) The amounts in this column represent the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation — Stock Compensation ("FASB ASC Topic 718"). The grant date fair value was $45.62 per share. Ms. Hackett elected to defer receipt of her stock award until the January following the year in which she ceases serving as a director pursuant to the Company's Non-Employee Director Deferred Compensation Plan (as amended and restated January 1, 2013). As of December 31, 2015, Ms. Hackett and Messrs. Morikis and Thomas had the following number of deferred shares outstanding: 22,532, 5,742 and 2,914, respectively.

(2) Included in this column are premiums paid for group life insurance coverage and the Company's match on gifts paid by the director to charitable organizations, both of which are generally available to Company employees and directors, and costs associated with the Company's executive health program. Under the Company's matching gift program, the Company makes a 100% match of gifts totaling up to $5,000 annually made by the director to an eligible charitable institution.

(3) Ms. Kilsby was elected to the Board in July 2015 and received a pro-rata portion of her annual cash fees to reflect her months of service.

(4) Mr. Morikis elected to convert the cash fees he earned in 2015 to Company common stock pursuant to the Non-Employee Director Stock Election Program.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis* ("CD&A") describes the Company's executive compensation program and explains how the Compensation Committee made compensation decisions for the following Named Executive Officers (the "NEOs") in 2015:

Named Executive Officer	*Position with the Company During 2015*
Christopher J. Klein	Chief Executive Officer, Fortune Brands
E. Lee Wyatt, Jr.	Senior Vice President and Chief Financial Officer, Fortune Brands
Nicholas I. Fink	Senior Vice President, Global Growth and Development, Fortune Brands
David B. Lingafelter	President, Moen Incorporated
David M. Randich	President, MasterBrand Cabinets, Inc.

This CD&A is divided into the following main sections:

- an Executive Summary;
- the Results of the 2015 Say-on-Pay Vote;
- a discussion of the Compensation Committee's Philosophy and Process for Awarding NEO Compensation; and
- a description of the Types and Amounts of NEO Compensation Awarded in 2015.

EXECUTIVE SUMMARY

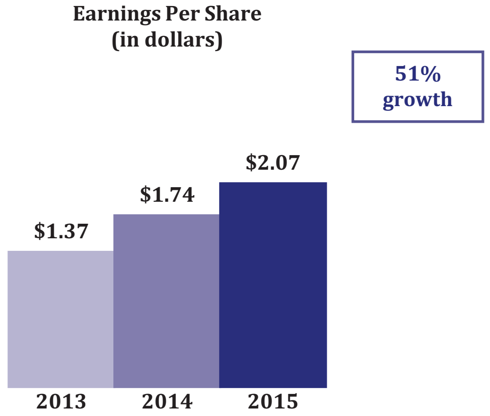
2015 Business Highlights

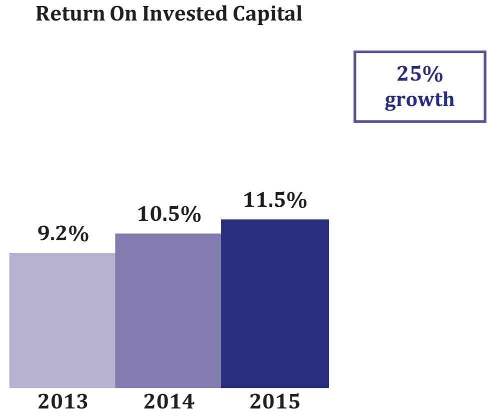
Fortune Brands has a strong business model built on its structural competitive advantages, industry-leading brands in attractive product categories, consumer driven innovation, operational excellence and strong capital structure. Fortune Brands continued to demonstrate its ability to outperform the market for our products during 2015. In addition, the Company was able to take steps that we believe positions us for even higher growth in the future. These steps included investing in capacity across several businesses and refining our portfolio of businesses by purchasing Norcraft cabinetry and selling the Waterloo tool storage business. In 2015, the Company also seized the opportunity to secure long-term financing by issuing $900 million in corporate bonds that enhanced the Company's financial flexibility. We believe the Company's 2015 performance demonstrates the strength of our businesses and the Company's ability to deliver results by leveraging its structural competitive advantages. We also believe we are positioned well to continue to outperform the market for our products and extend our record of profitable growth throughout the continued housing market recovery.

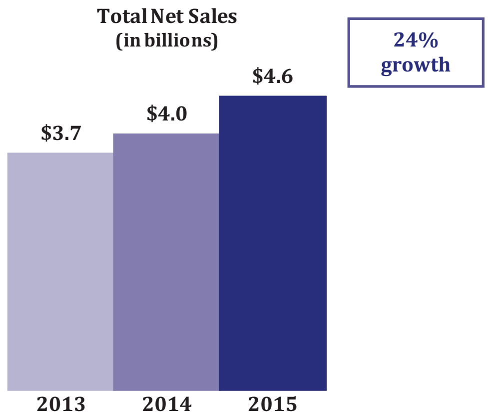
2015 Financial Highlights

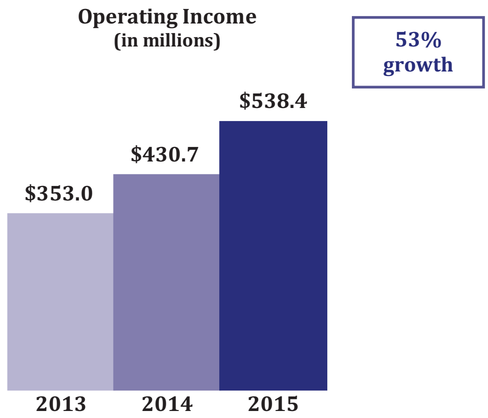
The Board believes that the Company's 2015 results from continuing operations, as shown in the charts below, exhibit how Fortune Brands grew net sales, operating income and earnings per share in 2015 and generated strong operating leverage. The Company's consistent cash flow and strong balance sheet coupled with its 2015 bond issuance strengthened the flexibility of the Company's capital structure to drive incremental growth and shareholder value. The compensation earned by the NEOs in 2015 reflected the Company's strong financial performance.

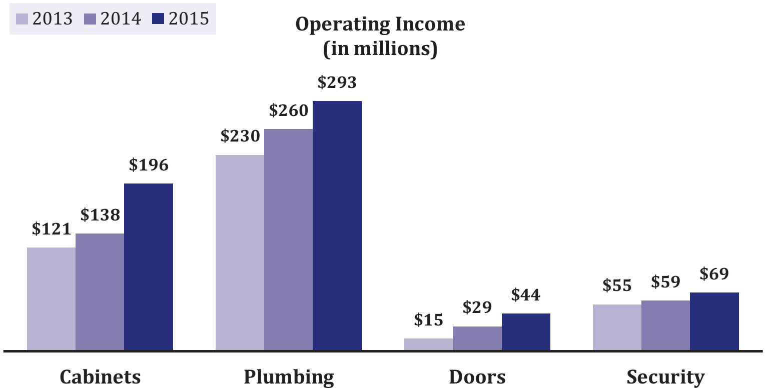
* All data presented in this CD&A is from continuing operations and all references to EPS, ROIC, OI and RONTA are on a before charges/gains basis. See Appendix A of this Proxy Statement for definitions and a description of the methodology of these non-GAAP measures.









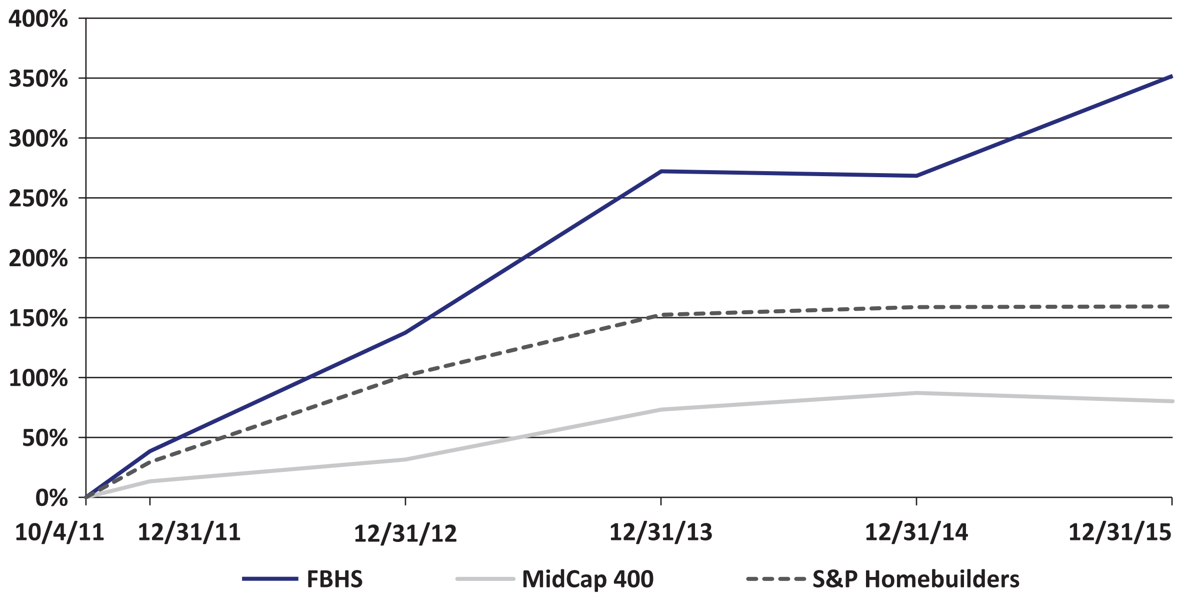


The growth percentages shown in the illustrations above represent the percentage of growth from 2013 through 2015.

	CAPITAL PERFORMANCE (in millions)		
	December 31, 2015	December 31, 2014	December 31, 2013
CASH	$ 239	$ 192	$ 241
DEBT	$1,172	$ 670	$ 356
DEBT-TO-CAPITAL	32%	23%	12%
MARKET CAPITALIZATION (in billions)	$ 8.9	$ 7.2	$ 7.6

The chart below reflects Fortune Brands' consistently strong long-term stock price performance since October 4, 2011, the date when the Company became publicly-traded on the New York Stock Exchange.

2011-2015 STOCK PRICE PERFORMANCE



2015 Compensation Highlights

We use our compensation program to attract, motivate and retain the executives who lead our Company. The Compensation Committee has established programs and practices that are designed to pay for performance and to align management's interests with those of the Company's stockholders. We believe that our compensation program helps drive Company performance by providing a significant amount of compensation in the form of equity, by utilizing both short-term and long-term incentives that are tied to Company performance, and by making efforts to balance fixed (base salary) and variable (annual cash and equity incentives) compensation. The 2015 executive compensation program was guided by the following principles:

Equity-based compensation aligns executives' interests with stockholders, drives performance and facilitates retention of superior talent. We believe that equity-based compensation further aligns the executives' interests with those of our stockholders. For Mr. Klein, equity-based compensation made up 66% of his total target compensation and for all other NEOs, equity-based compensation made up 54% (on average) of their total target compensation. In 2015, the Compensation Committee approved the following equity-based compensation:

- Annual equity awards consisted of performance share awards (PSAs), restricted stock units (RSUs) and stock options.
  - PSAs will be paid in Company stock only if the performance goals set for the cumulative three-year performance period are met. In 2015, the goals were based on Earnings Per Share (EPS) (weighted 75%) and Return on Invested Capital (ROIC) (weighted 25%) for the period January 1, 2015 through December 31, 2017;
  - The RSUs granted in 2015 are time-vested awards that will be paid in Company stock, in three equal annual installments, assuming the NEO remains employed through each vesting date; and
  - Stock options allow the NEOs to purchase Company stock at the market price set on the grant date. The stock options granted in 2015 will vest in three equal annual installments, assuming the NEO remains employed through each vesting date, and expire in ten years.
- Other equity awards granted in 2015 consisted of RSUs:
  - Mr. Randich was granted a retention award of 50,000 RSUs to recognize his increased responsibilities with the acquisition of Norcraft cabinetry and the importance of his retention; and
  - Mr. Fink was granted a sign-on equity award of 23,900 RSUs to induce him to join the Company and to recognize the value of lost equity compensation he forfeited by leaving his prior employer.

Incentive compensation drives increasing profits and returns. The Compensation Committee continues to believe that linking compensation to certain performance metrics results in increased profits and stronger returns, which supports improving stockholder returns. The vast majority of compensation awarded to NEOs is dependent upon Company performance. In 2015, the Compensation Committee set challenging performance goals in connection with the annual incentive awards and PSAs:

- For annual incentive awards, EPS and ROIC were metrics used for Messrs. Klein, Wyatt and Fink; Operating Income (OI) and Working Capital Efficiency (WCE) were metrics used for Mr. Randich; and OI and Return on Net Tangible Assets (RONTA) were metrics used for Mr. Lingafelter; and
- For three-year PSAs, EPS and ROIC were the metrics used for all NEOs.

Base salary represents the smallest portion of total target compensation. The Compensation Committee continuously makes efforts to appropriately balance fixed (base salary) and variable (annual cash and equity incentives) compensation to each NEO.

- In 2015, base salary (fixed compensation) represented 15% and variable compensation (annual cash and equity incentives) represented 85% of Mr. Klein's total target compensation; and
- For the remaining NEOs, 2015 base salary represented 27% (on average) and variable compensation represented 73% of total target compensation.

The following chart summarizes total target compensation awarded to each NEO in 2015:

Summary of 2015 NEO Target Compensation

Named Executive Officer	2015 Annual Base Salary(1)	2015 Annual Incentive Target Value	2015 Long-Term Incentive Award Target Value(2)	2015 Total Target Compensation
Christopher J. Klein	$1,060,000	$1,325,000	$4,615,000	$7,000,000
E. Lee Wyatt, Jr.	$747,000	$634,950	$1,850,000	$3,231,950
David M. Randich	$560,000	$364,000	$1,100,000	$2,024,000
Nicholas I. Fink	$485,000	$315,250	$1,000,000	$1,800,250
David B. Lingafelter	$500,000	$325,000	$920,000	$1,745,000

(1) The amounts listed in this column reflect annual base salary effective March 1, 2015 for all NEOs except for Mr. Fink, whose base salary was set in June 2015 when he joined the Company.

(2) Expressed as the aggregate grant date value of performance share awards (at target), stock options and RSUs, as determined using the assumptions found in note 13 to the consolidated financial statement contained in the Company's Form 10-K for the year ended December 31, 2015.

The Board believes that this approach to our compensation program, along with our leading market positions and structural competitive advantages, has allowed our Company to continue to outperform the market for our products in the continued housing market recovery.

RESULTS OF THE 2015 SAY-ON-PAY VOTE

In 2015, we sought an advisory vote from our stockholders on NEO compensation (commonly referred to as "Say-on-Pay"). More than 96% of the votes cast for the Say-on-Pay vote were in support of the Company's executive compensation program. Even with this strong endorsement of the Company's pay practices, the Compensation Committee believes that it is essential to regularly review the executive compensation program. In 2015, the Compensation Committee concluded that the compensation program provides awards that it believes motivate our NEOs to maximize long-term stockholder value and encourage long-term retention. Accordingly, the Compensation Committee did not make any changes to the design of the Company's executive compensation program in response to the 2015 Say-on-Pay vote. However, in connection with its ongoing review of the Company's executive compensation program, the Compensation Committee adopted a holding requirement on 50% of stock received from vested RSUs and PSAs (net of shares withheld to pay for taxes) until the executives meet the Company's stock ownership guidelines and adopted a deferred compensation plan which will allow participants to defer a portion of their compensation beginning in 2016**.**

PHILOSOPHY AND PROCESS FOR AWARDING NEO COMPENSATION

Philosophy of the Executive Compensation Program

We strongly believe that executive compensation should be closely tied to Company performance. Our executive compensation programs are designed to reward NEOs for the achievement of both short-term and long-term strategic and operational goals that lead to the creation of long-term stockholder value, while at the same time avoid incentives that encourage unnecessary or excessive risk taking. To accomplish this, the Compensation Committee has designed an executive compensation program that it believes:

- Creates and reinforces a pay-for-performance culture;
- Aligns management's interests with those of the Company's stockholders;
- Attracts, retains and motivates superior talent through competitive compensation;
- Provides incentive compensation that promotes performance without encouraging excessive risk taking; and
- Recognizes the cyclical nature of our business.

Maintaining a Competitive Compensation Program

When setting annual NEO compensation, the Compensation Committee uses compensation data from a group of similarly sized peer companies to evaluate compensation arrangements against those of the Company (the "Survey Group"). Annually, the Compensation Committee reviews and assesses the appropriateness of the Survey Group. The Compensation Committee did not make any modifications to the composition of the Survey Group used for setting 2015 compensation. The Survey Group consisted of 19 consumer or housing product companies with a median 2014 revenue of $4.15 billion and median 2014 market capitalization for publicly-traded peers of $6.92 billion which aligns with the Company's 2014 revenue of $4.01 billion and 2014 market capitalization of $7.15 billion. The Company believes that it competes with these companies for executive talent. The 2015 Survey Group consisted of the following companies:

Andersen Corporation	Leggett & Platt, Incorporated	Owens Corning
Armstrong World Industries, Inc.	Lennox International Inc.	Pella Corporation
A. O. Smith Corporation	Masco Corporation	RPM International Inc.
Fastenal Company	Mohawk Industries, Inc.	Stanley Black & Decker, Inc.
Jarden Corporation	Newell Rubbermaid Inc.	The Sherwin-Williams Company
Kohler Co.	Nortek, Inc.	USG Corporation
		The Valspar Corporation

The Compensation Committee compared the base salaries, target annual cash incentives, target total long-term incentives and total target compensation of each of the Company's NEOs to the compensation data of the Survey Group. The comparison was made to help the Compensation Committee determine whether the Company's compensation practices fell in line with competitive market data. Throughout the CD&A, the compensation data used by the Compensation Committee is referred to as "market data."

The Compensation Committee believes that compensation decisions are complex and require a deliberate review of Company performance, peer compensation levels, experience of individual executives, and individual performance. In determining executive compensation, the Committee considers all forms of compensation and benefits, and uses appropriate tools – such as tally sheets and market data – to review the value delivered by each component of compensation to each executive. Accordingly, the Compensation Committee may determine that with respect to any individual it is appropriate for total target compensation or any particular element of compensation to meet, exceed or fall below the 50th percentile of the market data. The factors that might influence the amount of compensation awarded include market competition for a particular position, retention considerations, an individual's performance, possession of a unique skill or knowledge set, proven leadership capabilities or other business experience, tenure with the Company and internal pay equity.

Evaluating NEO Performance

At the end of each year, the Compensation Committee, in conjunction with the non-management members of the Board, conducts a formal evaluation of the Company's Chief Executive Officer (the "CEO") to analyze his performance against strategic, financial and operational goals established at the beginning of the year. The Compensation Committee then sets the CEO's total target compensation. The CEO reviews and evaluates each of the other NEOs relative to their performance against strategic, financial and operational goals established at the beginning of the year and then presents his evaluations to the Compensation Committee. The Compensation Committee evaluates the CEO's recommendations and then independently sets each of the other NEO's total target compensation.

Maintaining Best Practices Regarding Executive Compensation

The Compensation Committee maintains policies and procedures for itself and for certain of the Company's executives, including the NEOs, many of which it believes represent best practices in corporate governance.

What We Do	
✓ **Pay-for-Performance** A significant portion of NEO total target compensation is tied to Company performance. In 2015, 85% of Mr. Klein's and 73% (on average) of all other NEOs' total target compensation was pay-at-risk.	✓ **Clawback Policy** The Company may recover all or part of annual cash incentives and equity incentive compensation under certain circumstances.
✓ **Annual Assessment and Mitigation of Risks** The Compensation Committee annually assesses whether our compensation programs, plans and awards are designed and working in a way that discourages excessive risk taking.	✓ **Double-Trigger in Change in Control** Severance benefits are payable upon a change in control only if there is also a qualifying termination of employment. Our equity award agreements also include double-trigger provisions.
✓ **Maximum Payouts on Incentives** Annual cash incentive awards and PSAs are capped at 200%.	✓ **Tally Sheets** Tally sheets and wealth accumulation analyses are reviewed annually before making compensation decisions.
✓ **Stock Ownership Guidelines** We maintain rigorous stock ownership guidelines for NEOs. Multiple of base salary required: CEO = 6 CFO = 4 Other NEOs = 3 Executives are required to hold 50% of net shares from the vesting of PSAs and RSUs until the ownership requirement is met.	✓ **Independent Compensation Consultant** Meridian Compensation Partners advises the Compensation Committee on executive compensation matters. Meridian is prohibited from performing services for management.

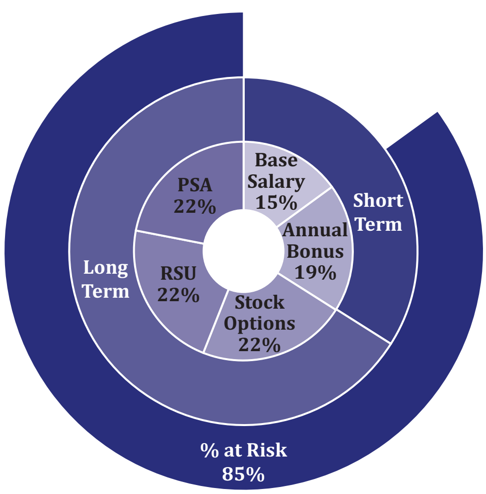
What We Don't Do	
✗ **No Employment Contracts** NEOs and other executive officers are employees "at will." The Company does not have employment contracts with any of its NEOs or other executive officers.	✗ **No Hedging or Pledging** Directors, NEOs and other officers are prohibited from hedging, pledging or otherwise encumbering shares of the Company's common stock, including holding shares in a margin account.
✗ **No Tax Gross Ups** NEOs and other executive officers are not entitled to tax gross ups in the event of a change in control and related termination or for perquisites (other than relocation expenses).	✗ **No Backdating or Repricing of Stock Options** Stock options are never backdated or issued with below-market prices. Repricing of underwater stock options without stockholder approval is prohibited (except in the event of certain corporate events).
✗ **No Excessive Perquisites** Perquisites are limited to the executive health program, which includes an annual physical, and other benefits generally available to employees, such as company product purchase programs. The CEO and CFO have limited personal use of Company aircraft, however, each must reimburse the Company for such use.	

TYPES AND AMOUNTS OF NEO COMPENSATION AWARDED IN 2015

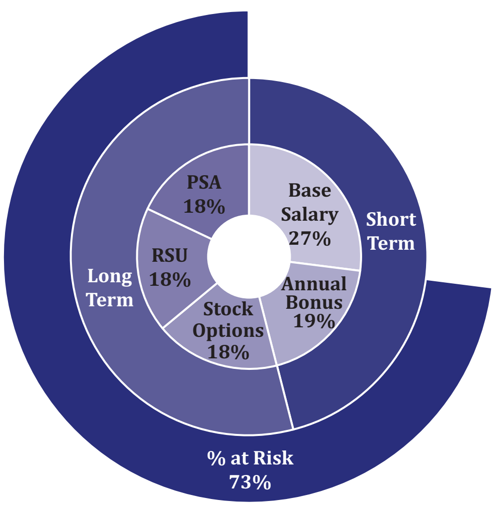
Summary of Executive Compensation Elements

The Company provided both fixed (base salary) and variable (annual cash and equity incentives) compensation to the NEOs in 2015. The vast majority of compensation is at risk to each NEO because the compensation that is actually paid may vary from the target compensation that was awarded by the Compensation Committee and the payment is dependent upon Company (or individual operating company) performance. The amount of total target compensation at risk was significantly more than the amount of base salary for each NEO. Also, the majority of total target compensation awarded in 2015 to each NEO was in the form of equity. The following charts show each element of 2015 target NEO compensation, including the mix of short-term and long-term incentives, as well as the amount of pay-at-risk for the CEO and for the other NEOs (on average):

CEO



All Other NEOS



The following chart summarizes the material elements of the Company's 2015 executive compensation program. Further details regarding each of the elements are provided in the discussion that follows the chart.

Executive Compensation Program					
	Element	***Key Characteristics***	***Why We Pay This Element***	***How We Determine Amount***	***2015 Decisions***
Fixed	Base Salary	Fixed cash compensation.	To attract, retain and motivate superior talent.	Starts with market data. Adjusted based on individual performance, proven leadership capabilities, other business experience, possession of a unique skill or knowledge set, internal pay equity, tenure or retention.	Salary increases ranged from 2%-6.7%.
Pay-At-Risk	Annual Incentive Awards (Bonus)	Variable cash compensation. Percentage of base salary based on the achievement of annual performance goals.	To align overall Company and operating company performance directly with cash compensation.	The target percentage of base salary is determined based on job scope, market data and internal pay equity. Actual payouts based on the achievement of performance goals and can range from 0% to 200%.	5% increase in target bonus for Mr. Klein. EPS and ROIC performance goals resulted in a 105.1% payout for Messrs. Klein, Wyatt and Fink. OI and WCE performance goals resulted in a 131.7% payout for Mr. Randich. OI and RONTA performance goals resulted in a 125.3% payout for Mr. Lingafelter.
	Performance Share Awards (PSAs)	Equity compensation. Number of shares paid based on achievement of three-year cumulative performance goals. Value of PSAs is variable based on long-term stock price growth.	To focus management on long-term Company performance and results. To align management's interest with stockholders' interests. Long-term incentives support our business strategy.	Based on job scope, market data and individual performance. Actual payouts based on the achievement of three-year performance goals and can range from 0% to 200%.	One-third of the value of the total equity award was granted in the form of PSAs. Based on cumulative EPS and average ROIC for the period January 1, 2015-December 31, 2017.
	Stock Options	Equity compensation. Time-vested over three years (assuming continued employment) Value of stock options is variable based on long-term stock price growth. Expire in ten years.	To focus management on long-term stock price growth. To align management's interests with stockholders' interests. Long-term incentives support our business strategy.	Based on job scope, market data and individual performance.	One-third of the value of the total equity award was granted in the form of stock options.
	Restricted Stock Units (RSUs)	Equity compensation. Time-vested over three years (assuming continued employment). Value of RSUs is variable based on long-term stock price growth.	To encourage retention and focus management on long-term stock price growth. To align management's interests with stockholders' interests. Long-term incentives support our business strategy.	Based on job scope, market data and individual performance.	One-third of the value of the total equity award was granted in the form of RSUs. Retention award granted to Mr. Randich, which vests over four years. New hire RSU award granted to Mr. Fink.

Compensation Provided to NEOs in 2015

Base Salary

In setting 2015 base salary levels, the Compensation Committee (together with Mr. Klein for the NEOs other than himself) considered market data and the individual performance of each NEO. In 2015, each of the NEOs other than Mr. Fink, received an annual base salary increase ranging from 2%–6.7%. Mr. Randich received a 6.7% increase in his base salary in recognition of his performance in 2015 and his value to the Company. Mr. Fink was hired by the Company in June 2015 and his initial base salary level was determined at the time of his hire based on market data.

NEO Base Salary			
Named Executive Officer	2015	2014	% Increase
Christopher J. Klein	$1,060,000	$1,030,000	2.9%
E. Lee Wyatt, Jr.	$747,000	$725,000	3.0%
David M. Randich	$560,000	$525,000	6.7%
Nicholas I. Fink	$485,000	n/a	n/a
David B. Lingafelter	$500,000	$490,000	2.0%

Annual Cash Incentive

The Compensation Committee believes that annual cash incentive awards reinforce a pay-for-performance culture because the payment is based on the Company's financial results. Annually, the Compensation Committee sets the percentage of base salary used to determine each NEO's cash incentive, as well as performance goals for the Company and each operating company.

In 2015, the Compensation Committee increased the percentage of base salary used to determine Mr. Klein's annual cash incentive award from 120% to 125% in recognition of his performance. The Compensation Committee did not make any other increases in the percentages used to determine the annual cash awards for the other NEOs. For Mr. Fink the percentage of base salary was determined based upon job scope and market data. The Compensation Committee determined that for Mr. Fink, the full amount of his annual incentive award will be paid, based on actual performance, rather than a pro-rata portion beginning from his June 2015 start date. The purpose of this treatment was to induce Mr. Fink to join the Company and to make him whole for compensation that he forfeited by leaving his prior employer. The Compensation Committee believes that the percentage of base salary levels were competitive compared to the market data. The percentage of base salary for each NEO in 2015 was:

Named Executive Officer	Percentage of Base Salary
Christopher J. Klein	125%
E. Lee Wyatt, Jr.	85%
David M. Randich	65%
Nicholas I. Fink	65%
David B. Lingafelter	65%

In 2015, the Compensation Committee set minimum, target and maximum annual performance goals used to determine each NEO's annual cash incentive award. For Messrs. Klein, Wyatt and Fink, the goals were based on Fortune Brands' EPS (weighted 75%) and ROIC (weighted 25%), for Mr. Randich, the goals were based on OI (weighted 75%) and WCE (weighted 25%) and for Mr. Lingafelter, the goals were based on Moen's OI (weighted 75%) and RONTA (weighted 25%). Mr. Randich's annual incentive award metrics were changed from MasterBrand Cabinets' OI and RONTA in 2014 to OI and WCE in 2015. Due to investments made in 2014 and planned for 2015 in MasterBrand Cabinets' capacity, the Committee believed that basing the awards of MasterBrand Cabinets' employees, including Mr. Randich, on OI and WCE would reflect the importance of capital efficiency, cost reduction and inventory control of MasterBrand Cabinets as the housing market continues to recover. The Compensation Committee believes that these metrics focus executives on maximizing long-term stockholder value (EPS), operational efficiency (ROIC, WCE and RONTA) and profitability (OI). Under the annual incentive program, the actual annual incentive payouts based on the achievement of performance goals set at the beginning of the year and can range from 0% to 200%.

To establish challenging performance goals under the annual incentive program, the Compensation Committee reviewed the target performance goals and actual results for awards paid in 2014 and considered the 2015 expected growth rate in the home products market as well as key assumptions relating to share gains, pricing, material inflation and productivity. The performance goals, at the minimum, target and maximum payout levels, were intended to be challenging and required superior performance.

The following table sets forth the target performance measures, the actual performance results, the percentage payout and the amounts paid to each NEO for the 2015 annual cash incentive awards:

2015 Annual Cash Incentive Performance Goals and Results

	Performance Measures and Goals(1)		Results and Award		
Named Executive Officer	**Performance Measures**	**Target Performance Measure**	**Actual Performance(2)**	**% of Payout**	**Amount Paid**
Christopher J. Klein	EPS ROIC	$2.03 11.8%	$2.11 11.5%	105.1%	$1,392,575
E. Lee Wyatt, Jr.	EPS ROIC	$2.03 11.8%	$2.11 11.5%	105.1%	$667,333
David M. Randich	OI WCE	$185.0 12.6%	$195.0 12.0%	131.7%	$ 479,388
Nicholas I. Fink	EPS ROIC	$2.03 11.8%	$2.11 11.5%	105.1%	$ 331,328
David B. Lingafelter	OI RONTA	$286.5 93.7%	$299.6 104.0%	125.3%	$ 407,225

(1) OI target performance measures and actual performance results are shown in millions.

(2) EPS and OI actual performance were adjusted to exclude the effect of foreign exchange.

Long-Term Incentive Awards

The Compensation Committee believes that equity awards both align management's interests with those of stockholders and reinforce a pay-for-performance culture. The 2015 target equity-based compensation represented 66% of Mr. Klein's and 54% (on average) of the other NEOs' total target compensation.

In setting 2015 long-term incentive awards, the Compensation Committee (together with Mr. Klein for NEOs other than himself) considered market data and the individual performance of each of the NEOs. In 2015, Messrs. Klein's, Wyatt's, Randich's and Lingafelter's target long-term incentive award values were increased by 11%, 8.8%, 10% and 2.2%, respectively. The target long-term incentive award value of each NEO's 2015 equity-based awards was as follows and was comprised equally of PSAs (with the PSAs valued assuming achievement of the target performance level), RSUs and stock options:

Named Executive Officer	*Value of 2015 Equity Award*
Christopher J. Klein	$4,615,000
E. Lee Wyatt, Jr.	$1,850,000
David M. Randich	$1,100,000
Nicholas I. Fink	$1,000,000
David B. Lingafelter	$920,000

Performance Share Awards: In 2015, one-third of the total target long-term incentive award value granted to the NEOs was made in the form of PSAs. The PSAs will be settled in shares of the Company's common stock only if the Company achieves specified EPS (weighted 75%) and ROIC (weighted 25%) goals during the cumulative performance period from January 1, 2015 through December 31, 2017, with vesting ranging from 0% to 200% of the target award based on performance. No shares will be paid unless the minimum established performance goals are achieved and payout, if any, will not occur until early in 2018, following completion of the performance period and certification of the performance results by the Compensation Committee.

The EPS and ROIC goals were intended to be challenging and require superior performance at the minimum, target and maximum payout levels. The Compensation Committee believes that awarding PSAs with a cumulative three-year performance goal drives long-term sustained growth and, as a result, management is only rewarded if the long-term growth goals are met or exceeded. In establishing performance goals for PSAs, the Compensation Committee considered the Company's strategic operating plan, the expected 3-year compound market growth rate, as well as key assumptions relating to share gains, pricing, material inflation and productivity. The Compensation Committee based the performance goals on EPS and ROIC because it believes that the combined use of these metrics reflect sustainable growth and stronger returns. Although the combined use of EPS and ROIC goals are used for both the annual cash incentive award and PSAs awarded to Messrs. Klein, Wyatt and Fink, the Compensation Committee believes this is appropriate because the annual incentive employs a one-year goal, while the PSAs focus on cumulative performance over three years. The Compensation Committee also believes that use of these goals for PSAs provides a strong incentive for sustained results over the long-term.

RSUs and Stock Options: One-third of the total target long-term incentive award value granted to the NEOs in 2015 was made in the form of RSUs and one-third was made in the form of stock options. The Compensation Committee believes that both RSUs and stock options further focus management on increasing stockholder returns and align the interests of management with stockholders.

RSUs awarded in 2015 vest in three equal annual installments, assuming the NEO remains employed through each annual vesting date. RSUs serve as a long-term retention device in a cyclical business, as an executive must remain employed with the Company through each of the three annual vesting dates to receive all of the shares. The Compensation Committee also believes that RSUs are performance-based because the value of RSUs grows when the Company's long-term stock price increases and is at risk to the NEOs as the value of the RSUs will fluctuate based on the Company's stock price.

Stock options granted in 2015 vest in three equal annual installments, assuming the NEO remains employed through each annual vesting date, and expire ten years from the date of grant. The Compensation Committee also believes that stock options are performance-based because the value of stock options grows when the Company's long-term stock price increases. The value of stock options is at risk to the NEOs as they only realize a value if the Company's stock price increases after the grant date.

Other Equity Awards Granted in 2015

In April 2015, the Compensation Committee granted a retention RSU award to Mr. Randich in the amount of $2,269,250 (50,000 RSUs) in recognition of his increased job scope and responsibilities in running a larger business in light of the Norcraft acquisition and in consideration of the importance of retaining him. The Compensation Committee believes that this equity award will serve as a long-term retention device as Mr. Randich must remain employed with the Company through each of the vesting dates to receive all of the shares awarded to him. For this award, the Compensation Committee approved a four-year vesting schedule rather than the three-year vesting schedule used for the Company's annual grants. Accordingly, fifty percent (50%) of the award will vest in April 2017 (on the 2nd anniversary of the grant), twenty-five percent (25%) will vest in April 2018 (the 3rd anniversary of the grant) and the remaining twenty-five (25%) percent will vest in April 2019 (the 4th anniversary of the grant).

In July 2015, the Compensation Committee granted a one-time new hire RSU award to Mr. Fink in the amount of $1,100,000 (23,900 RSUs). The Compensation Committee made this award to induce Mr. Fink to join the Company and to make him whole for the loss of equity he forfeited by leaving his prior employer.

2013-2015 Performance Share Awards Payout

In 2013, the Compensation Committee awarded all of the then-serving NEOs PSAs to be paid in 2016 if the Company achieved certain EPS and ROIC goals during the cumulative performance period from January 1, 2013 through December 31, 2015, with EPS weighted 75% and ROIC weighted 25%. The Company's actual results exceeded the maximum performance goals, but due to the maximum cap on the payout of incentives under the program, the Committee certified a payout level of 200%. The target goals for cumulative EPS and average ROIC from January 1, 2013 through December 31, 2015 and the Company's actual results were as follows:

2013-2015 PSA Target EPS and ROIC Goals and Results			
Metric	*Target*	*Actual Performance*	*% of Payout*
EPS (75%)	$3.94	$5.18	200%
ROIC (25%)	8.5%	10.3%	

Based on the achievement of the 2013-2015 EPS and ROIC performance goals, the NEOs received the following number of shares of Company common stock pursuant to the terms of the award agreements:

Named Executive Officer	*Shares Granted*
Christopher J. Klein	72,200
E. Lee Wyatt, Jr.	31,600
David M. Randich	17,800
David B. Lingafelter	16,400

Retirement Benefits

All of the NEOs are eligible for retirement benefits through the Fortune Brands Home & Security Retirement Savings Plan (the "Savings Plan"), a tax-qualified defined contribution 401(k) plan. Only Messrs. Klein and Lingafelter are eligible for retirement benefits through a tax-qualified defined benefit pension plan. Due to their respective hire and/or transfer dates, Messrs. Wyatt, Randich and Fink are not eligible to participate in any of the Company's tax-qualified defined benefit plans. In addition to its tax-qualified plans, the Company and each operating company provides non-qualified supplemental retirement benefits for accruals or contributions that would have been made under the tax-qualified plans but for limitations imposed by the Code.

The Compensation Committee believes that these types of retirement plans are consistent with competitive pay practices, and are an important element in attracting and retaining talent in a competitive market. Please see the narratives that follow the "2015 Pension Benefits" table on page 37 of this Proxy Statement for further information regarding these retirement plans.

Severance Agreements

The Company has Agreements for the Payment of Benefits Following Termination of Employment (the "Severance Agreements") with each NEO. Under the terms of the Severance Agreements, each NEO is entitled to severance benefits upon a qualifying termination of employment (i.e., termination by the Company without "cause" or by the NEO for "good reason"). The Compensation Committee believes that these Severance Agreements help accomplish the Company's compensation objectives of attracting and retaining superior talent. The Compensation Committee also believes that it is appropriate to provide executives with the protections afforded by these Severance Agreements and that these Severance Agreements promote management independence and help retain and focus the attention of executive officers on the business in the event of a change in control.

All of the Agreements contain "double-trigger" change in control provisions, which means that there must be both a change in control of the Company (or applicable operating company) and a qualifying termination of employment (i.e., termination by the Company without "cause" or by the NEO for "good reason") before any enhanced benefits can be paid following a change in control. The NEOs are not entitled to tax gross ups in the event that their change in control benefits are subject to the "golden parachute" excise tax under the Code. Please see the "Potential Payments Upon Termination or Change in Control" table, as well as the narratives that follow for further information regarding the Severance Agreements and the treatment of outstanding equity upon a qualifying termination of employment or a change in control on pages 40 to 42.

Perquisites

The Company provides a limited number of perquisites. The Compensation Committee authorized limited annual use of Company aircraft by Messrs. Klein and Wyatt. In 2015, Mr. Klein and Mr. Wyatt reimbursed the Company for any personal use of Company aircraft, equivalent in amount to the cost of a first class ticket for each passenger on these flights. The Company's executive health program makes annual medical examinations available to certain executives, including each of the NEOs, because the health of the NEOs is important to the Company. The Company also provides broad-based plans which are generally available to employees such as reimbursement of certain relocation expenses incurred when the Company requires an employee to relocate, a match on charitable contributions and company product purchase programs.

Clawback Policy

The Company has a policy that allows it to recoup all or part of annual cash incentives or PSAs if there is a: (1) significant or material restatement of the Company's financial statements covering any of the three fiscal years preceding the grant or payment, or (2) restatement of the Company's financial statements for any such year which results from fraud or willful misconduct committed by an award holder. The Company also includes the right to recoup all or part of an executive's other equity awards in the terms and conditions of the awards.

Stock Ownership Guidelines

The Company maintains the following stock ownership guidelines for NEOs and other officers, which requires them to hold a number of shares equal to a multiple of their annual base salary. The ownership guidelines are as follows:

Position	***Stock Ownership Level as a Multiple of Base Salary***
Chief Executive Officer	6
Chief Financial Officer	4
Operating Company Presidents	3
Senior Vice Presidents	3
Vice Presidents	1

Executives have five years from the date of hire or date of promotion to acquire the requisite amount of stock. All of the NEOs currently satisfy the stock ownership guidelines, except for Mr. Fink, who was recently hired and is expected to satisfy the guidelines within the five-year period specified in the policy.

In 2015, the Compensation Committee amended the policy to require executives to hold 50% of net shares acquired from the vesting of PSAs or RSUs until the ownership guidelines are met.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management and, based on the review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in the Company's Proxy Statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Compensation Committee

Ann F. Hackett, Chair
Richard A. Goldstein
Susan S. Kilsby
A. D. David Mackay
John G. Morikis
Norman H. Wesley

2015 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year A	Salary ($) B	Bonus ($) C	Stock Awards ($)(1) D	Option Awards ($)(2) E	Non-Equity Incentive Plan Compen-sation ($)(3) F	Change in Pension Value and Nonqualified Deferred Compen-sation Earnings ($)(4) G	All Other Compen-sation ($)(5) H	Total ($) I
Christopher J. Klein	2015	1,055,000	0	3,072,524	1,538,325	1,392,575	293,000	273,315	7,624,739
Chief Executive Officer	2014	1,025,000	0	2,770,982	1,382,796	865,200	1,393,000	310,050	7,747,028
	2013	986,667	0	2,433,333	1,216,667	2,568,000	370,000	314,748	7,889,415
E. Lee Wyatt, Jr.	2015	743,333	0	1,230,918	616,491	667,333	0	126,108	3,384,182
Senior Vice President and	2014	718,500	0	1,137,276	566,154	431,375	0	170,564	3,023,869
Chief Financial Officer	2013	682,167	0	1,067,333	533,667	1,166,200	0	206,193	3,655,560
David M. Randich	2015	574,808	0	3,003,984	366,876	479,388	0	21,631	4,446,687
President, MasterBrand Cabinets, Inc.	2014	507,500	0	667,924	333,558	49,823	0	21,693	1,580,498
	2013	449,385	0	600,000	300,000	552,000	0	296,549	2,197,934
Nicholas I. Fink*	2015	282,917	0	1,761,226	333,600	331,328	0	252,765	2,961,836
Senior Vice President, Global Growth and Development									
David B. Lingafelter	2015	498,356	0	610,688	306,504	407,225	52,000	12,012	1,886,785
President, Moen Incorporated	2014	488,333	0	595,716	300,330	290,154	951,000	11,814	2,637,347
	2013	477,333	0	552,000	276,000	773,016	173,000	11,210	2,262,559

* Mr. Fink first became an employee of the Company in June 2015.

(1) ***Stock Awards:*** The amounts listed in column D for 2015 represent the aggregate grant date fair values calculated in accordance with FASB ASC Topic 718 for RSUs and PSAs granted in 2015.

The amounts included in this column for the PSAs granted during 2015 are calculated based on the probable outcome that the target performance level will be achieved. Assuming the highest level of performance is achieved, the maximum grant date fair value for the PSAs granted during 2015 is: $3,072,524 for Mr. Klein, $1,230,918 for Mr. Wyatt, $734,734 for Mr. Randich, $662,184 for Mr. Fink and $610,688 for Mr. Lingafelter.

For assumptions used in determining these values, see note 13 to the consolidated financial statements contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 ("Form 10-K").

(2) ***Option Awards:*** The amounts listed in column E for 2015 reflect the aggregate grant date fair values calculated in accordance with FASB ASC Topic 718 for stock options granted in 2015. For assumptions used in determining these values, see note 13 to the consolidated financial statements contained in the Company's Form 10-K.

(3) ***Non-Equity Incentive Plans:*** Column F lists amounts earned as annual cash incentives.

(4) ***Increase in Actuarial Value of Pension Benefits:*** Column G includes the increase in actuarial value of certain NEOs' tax-qualified and non-qualified defined benefit pension plan benefits. The narrative and footnotes following the 2015 Pension Benefits table on page 37 provide additional detail about the pension plans in which the NEOs participate.

(5) ***Perquisites and All Other Compensation:*** The amounts in column H include the following:

(a) ***Matching Contributions to the Savings Plan***. Matching contributions for 2015 to the Savings Plan were made: by Home & Security, $11,925 for Messrs. Klein, Wyatt and $10,913 for Mr. Fink; by MasterBrand Cabinets, $11,925 for Mr. Randich; and by Moen, $7,950 for Mr. Lingafelter.

(b) ***Profit Sharing Contributions to the Savings Plan***. Profit sharing contributions for 2015 to the Savings Plan were made by Fortune Brands in the amount of $18,098 for Messrs. Klein, Wyatt and Fink.

(c) ***Profit Sharing Contributions to the FBHS Supplemental Plan.*** The following contributions were made to the Fortune Brands Home & Security, Inc. Supplemental Plan (the "FBHS Supplemental Plan") for 2015: $124,140 for Mr. Klein, $68,228 for Mr. Wyatt and $1,344 for Mr. Fink. These contributions would have been made under the Savings Plan but for the limitations on compensation imposed by the Code. These amounts were credited to executives' accounts in early 2016.

(d) ***Premiums for Life Insurance and Executive Disability:*** The amounts set forth in column H include the dollar value of all life insurance premiums paid by the applicable employer in 2015. These amounts were: $4,104 for Mr. Klein; $14,644 for Mr. Wyatt; $2,338 for Mr. Randich; $1,291 for Mr. Fink; and $1,559 for Mr. Lingafelter. The column also includes the dollar value of executive long-term disability premiums paid by the applicable employer in 2015.

(e) ***Other:*** In 2015 and in connection with Mr. Fink's relocation of his personal residence, column H includes relocation expenses in the amount of $216,669 (principally, moving fees, lease termination fees, home finding fees, closing costs and expenses temporary living expenses and reimbursement for taxes). The relocation benefits were valued based on the amount paid to Mr. Fink or to the service provider, as applicable. The reimbursement for taxes was made to make Mr. Fink whole for expenses incurred in the amount of $55,555. If Mr. Fink voluntarily terminates his employment within two years of his date of hire, he is required to reimburse one-half of the amount.

In 2015, limited use of the Company's aircraft was provided to Messrs. Klein and Wyatt, who each reimbursed the Company for their personal use in an amount equivalent to the cost of a first class ticket for each passenger on these flights. The calculation of incremental cost of personal aircraft usage is based on variable costs to the Company, including fuel costs, crew expenses, landing fees and other miscellaneous variable costs. In 2015, the Company's incremental cost for personal use of Company aircraft not reimbursed by Mr. Klein was $110,599 and by Mr. Wyatt was $3,753, which amounts are reflected in column H.

Also included in column H for each NEO are costs associated with the Company's executive health program. For Mr. Wyatt, the amount of the Company's match on gifts paid by him to a charitable organization is included in column H. For Mr. Randich, column H includes the amount of a credit received from the purchase of company products in the amount of $4,450.

2015 GRANTS OF PLAN-BASED AWARDS

	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards						
Name and Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Value of Stock and Option Awards ($)(1)
Christopher J. Klein										
02/23/2015(2)	$0	$1,325,000	$2,650,000							
02/23/2015(3)								132,500	$47.87	$1,538,325
02/23/2015(4)							32,200			$1,536,262
02/23/2015(5)				0	32,200	64,400				$1,536,262
E. Lee Wyatt, Jr.										
02/23/2015(2)	$0	$ 634,950	$1,269,900							
02/23/2015(3)								53,100	$47.87	$ 616,491
02/23/2015(4)							12,900			$ 615,459
02/23/2015(5)				0	12,900	25,800				$ 615,459
David M. Randich										
02/23/2015(2)	$0	$ 364,000	$ 728,000							
02/23/2015(3)								31,600	$47.87	$ 366,876
02/23/2015(4)							7,700			$ 367,367
02/23/2015(5)				0	7,700	15,400				$ 367,367
04/28/2015(6)							50,000			$2,269,250
Nicholas I. Fink										
07/27/2015(2)	$0	$ 315,250	$ 630,500							
07/27/2015(3)								30,000	$45.65	$ 333,600
07/27/2015(4)							7,200			$ 331,092
07/27/2015(5)				0	7,200	14,400				$ 331,092
07/27/2015(7)							23,900			$1,099,042
David B. Lingafelter										
02/23/2015(2)	$0	$ 325,000	$ 650,000							
02/23/2015(3)								26,400	$47.87	$ 306,504
02/23/2015(4)							6,400			$ 305,344
02/23/2015(5)				0	6,400	12,800				$ 305,344

(1) For stock options awarded on February 23, 2015, the grant date fair value is based on the Black-Scholes value of $11.61 and for stock options awarded to Mr. Fink on July 27, 2015, the grant date fair value is based on the Black-Scholes value of $11.12. The grant date fair value of PSAs and RSUs is determined based upon the average of the high and low prices of the Company's common stock on the grant date (for February 23, 2015 awards $47.71, for April 28, 2015 awards $45.38 and for July 27, 2015 awards $45.98). Grant date fair values of PSAs and RSUs are computed in accordance with FASB ASC Topic 718. For assumptions used in determining these values, see note 13 to the consolidated financial statements contained in the Company's Form 10-K.

(2) Amounts in this row reflect the range of potential payments under the Fortune Brands Home & Security, Inc. Annual Executive Incentive Compensation Plan. The target payout for Messrs. Klein, Wyatt, Randich, Fink and Lingafelter is based on target awards of 125%, 85%, 65%, 65%, and 65%, respectively, of base salary as of December 31, 2015. See pages 27 and 28 of the CD&A for further information regarding the Annual Executive Incentive Compensation Plan.

(3) This row reflects the number of stock options granted under the Fortune Brands Home and Security, Inc. 2013 Long-Term Incentive Plan (the "LTIP") and the grant date fair value of the stock options on the grant date. These stock options vest ratably in three equal annual installments, subject to continued employment.

(4) The amounts in this row reflect the number of RSUs that were awarded under the LTIP and will vest in three equal annual installments, subject to continued employment. For certain executives, these awards were subject to achievement of a 2015 EPS goal of $.25, which was intended to qualify these awards as "performance-based compensation" under Section 162(m) of the Code.

(5) The amounts in this row reflect the range of potential payouts for PSAs that were awarded under the LTIP for the 2015-2017 performance period. The performance goals for the 2015-2017 PSAs are EPS (weighted 75%) and average ROIC (weighted 25%).

(6) For Mr. Randich, the amounts in this row reflect the number of RSUs that were awarded as a retention equity award. Fifty percent of the award will vest on the second anniversary of the grant date, twenty-five percent will vest on each of the third and fourth anniversaries of the grant date, subject to continued employment.

(7) For Mr. Fink, amounts in this row reflect the number of RSUs that were awarded in connection with a one-time new hire equity award, which will vest in three equal annual installments, subject to continued employment.

OUTSTANDING EQUITY AWARDS AT 2015 FISCAL YEAR-END

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable (1)	Number of Securities Underlying Unexercised Options (#) Unexercisable (2)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock Held that Have Not Vested (#)(3)	Market Value of Shares or Units of Stock Held that Have Not Vested ($)(4)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(5)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(6)
Christopher J. Klein	0	132,500		$ 47.87	2/23/2025	64,699	$3,590,795	62,900	$3,490,950
	36,067	72,133		$ 44.73	2/24/2024				
	90,400	45,200		$ 33.10	2/25/2023				
	189,700	0		$ 19.46	2/21/2022				
	535,700	0		$ 12.30	10/04/2021				
	179,830	0		$13.757	2/22/2021				
E. Lee Wyatt, Jr.	0	53,100		$ 47.87	2/23/2025	26,566	$1,474,413	25,500	$1,415,250
	14,767	29,533		$ 44.73	2/24/2024				
	39,667	19,833		$ 33.10	2/25/2023				
	86,200	0		$ 19.46	2/21/2022				
	238,100	0		$ 12.30	10/4/2021				
David M. Randich	0	31,600		$ 47.87	2/23/2025	65,599	$3,640,745	15,100	$838,050
	8,700	17,400		$ 44.73	2/24/2024				
	22,267	11,133		$ 33.10	2/25/2023				
	37,400	0		$ 19.46	2/21/2022				
	108,600	0		$ 12.30	10/4/2021				
Nicholas I. Fink	0	30,000		$ 45.65	7/27/2025	31,100	$1,726,050	7,200	$399,600
David B. Lingafelter	0	26,400		$ 47.87	2/23/2025	13,533	$751,082	13,000	$721,500
	7,834	15,666		$ 44.73	2/24/2024				
	20,534	10,266		$ 33.10	2/25/2023				
	46,000	0		$ 19.46	2/21/2022				
	202,400	0		$ 12.30	10/4/2021				
	125,254	0		$13.757	2/22/2021				
	114,713	0		$9.7622	2/22/2017				

(1) Each outstanding stock option granted that is currently vested and exercisable is listed in this column.

(2) Each outstanding stock option that is not yet vested and exercisable is listed in this column. All stock options listed in this column were granted on February 25, 2013, February 24, 2014, February 23, 2015 or July 27, 2015. All stock options granted on these dates vest in three equal annual installments. The chart below reflects the number of outstanding stock options that will vest during each of 2016, 2017 and 2018 (assuming each NEO's continued employment):

Name	*Number of Stock Options Vesting by Year*		
	2016	***2017***	***2018***
Christopher J. Klein	125,433	80,233	44,167
E. Lee Wyatt, Jr.	52,299	32,467	17,700
David M. Randich	30,367	19,233	10,533
Nicholas I. Fink	10,000	10,000	10,000
David B. Lingafelter	26,899	16,633	8,800

(3) Each outstanding RSU that is time-vested and that had not yet vested as of December 31, 2015 is listed in this column. All of the RSUs listed in the column were granted on February 25, 2013, February 24, 2014 or February 23, 2015, April 28, 2015 or July 27, 2015. All RSUs vest in three equal annual installments except for the grant made to Mr. Randich on April 28, 2015 which vests 50% in 2017 and 25% in 2018 and 2019. The chart below reflects the number of outstanding RSUs that will vest during 2016, 2017, 2018 and 2019 (assuming each NEO's continued employment):

Name	*Number of RSUs Vesting by Year*			
	2016	***2017***	***2018***	***2019***
Christopher J. Klein	33,000	20,966	10,733	n/a
E. Lee Wyatt, Jr.	13,766	8,500	4,300	n/a
David M. Randich	7,999	30,033	15,067	12,500
Nicholas I. Fink	10,367	10,366	10,367	n/a
David B. Lingafelter	7,067	4,333	2,133	n/a

(4) This column reflects the value of the outstanding RSUs that have not yet vested (using the December 31, 2015 closing price of the Company's common stock of $55.50).

(5) The amounts reported in this column are based on achieving target performance goals for awards granted in 2014 and 2015. The performance shares are paid based on the Company's performance over the three-year performance period and are subject to the executive's continued employment. The Compensation Discussion and Analysis on pages 18 to 32 and the footnotes to the table titled "Grants of Plan-Based Awards" on page 34 provides additional detail on the 2015-2017 PSAs. The chart below reflects the target number of outstanding PSAs as of December 31, 2015 (assuming each NEO's continued employment):

Name	*Number of PSAs Outstanding by Performance Period*	
	2014-2016	***2015-2017***
Christopher J. Klein	30,700	32,200
E. Lee Wyatt, Jr.	12,600	12,900
David M. Randich	7,400	7,700
Nicholas I. Fink	0	7,200
David B. Lingafelter	6,600	6,400

(6) This column reflects the value of the performance share awards (using the December 31, 2015 closing price of the Company's common stock of $55.50).

2015 OPTION EXERCISES AND STOCK VESTED

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)(1)	Value Realized Upon Exercise ($)(2)	Number of Shares Acquired on Vesting (#)(3)	Value Realized on Vesting ($)(4)
Christopher J. Klein	390,518	$15,124,916	203,833	$9,664,594
E. Lee Wyatt, Jr.	0	0	77,065	$3,636,059
David M. Randich	70,000	$2,354,053	47,499	$2,249,104
Nicholas I. Fink	0	$0	0	$0
David B. Lingafelter	80,000	$2,824,015	49,232	$2,338,564

(1) This column reflects the number of stock options exercised during 2015.

(2) This column reflects the difference between the market value of the shares on the date of exercise and the exercise price of the stock options.

(3) This column reflects the number of shares acquired upon the vesting of RSUs that were granted in 2011, 2012, 2013 and 2014. This column also reflects the number of shares acquired upon the vesting of PSAs for the 2013-2015 performance period.

(4) This column reflects the value of the shares acquired upon the vesting of RSUs and PSAs, which were calculated using the market value of the shares on the vesting dates.

RETIREMENT AND POST-RETIREMENT BENEFITS
2015 PENSION BENEFITS

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($) (2)(3)	Payments During Last Fiscal Year(4)
Christopher J. Klein	Moen Incorporated Pension Plan[(1)]	12.75	$ 365,000	0
	Fortune Brands Home & Security, Inc. Supplemental Retirement Plan	12.75	$2,899,000	0
E. Lee Wyatt, Jr.	None	N/A	N/A	0
David M. Randich	None	N/A	N/A	0
Nicholas I. Fink	None	N/A	N/A	0
David B. Lingafelter	Moen Incorporated Pension Plan	26	$ 722,000	0
	Moen Incorporated Supplemental Retirement Plan	26	$1,932,000	0

(1) Mr. Klein is currently accruing benefits under the Moen Incorporated Pension Plan, a tax-qualified defined benefit pension plan (the "Moen Plan"). Defined benefit pension benefits and liabilities for eligible Fortune Brands employees are provided under the Moen Plan.

(2) The benefit amounts listed reflect the present value of the accumulated benefit payable in the form of a single life annuity where payments continue for the life of the NEO but cease upon his death. All of the tax-qualified and supplemental non-qualified pension plans provide for payment to be made in a single-life annuity to unmarried participants and in a qualified joint and survivor annuity for married participants. At the time of retirement, participants may elect, among other forms of payment, a reduced annuity in the joint and survivor form, which provides payments over the life of the participant and a named beneficiary.

(3) The amounts listed are based on compensation and years of service as of December 31, 2015. The present value of accumulated plan benefits is calculated based on the following assumptions in accordance with FASB ASC 715, which reflects the updated mortality table to the 2015 Static Mortality Table for Annuitants per 1.430(h)(3)-1(e) and a discount rate of 4.70% for eligible participants in the Moen Plan and the Moen Incorporated Supplemental Retirement Plan, and a discount rate of 4.80% for eligible participants in the Fortune Brands Home & Security Supplemental Retirement Plan.

(4) None of the tax-qualified defined benefit pension and non-qualified supplemental retirement plans allow in-service distributions.

Tax-Qualified Pension Benefits. Messrs. Klein and Lingafelter are the only NEOs currently accruing benefits under a tax-qualified defined benefit pension plan that is broadly available to employees. Messrs. Wyatt, Fink and Randich are not eligible to participate in a tax-qualified defined benefit pension plan because their hire or transfer dates, as applicable, occurred after the date the plans were frozen with respect to new participants.

Mr. Klein participates in the Moen Plan under a formula that is applicable to eligible employees of the Company at its corporate headquarters (the "Fortune Brands Program"). Mr. Klein receives pension benefit accruals under the Fortune Brands Program using the following formula: 1.75% of final average earnings multiplied by years of benefit service (up to 15 years) as of December 31, 2007, plus 1% of final average earnings multiplied by years of benefit service (in excess of 15 years) as of December 31, 2007, plus 1% of final average earnings multiplied by years of benefit service on and after January 1, 2008. Compensation taken into account is limited by the Code. Total service taken into account under the Fortune Brands Program is capped at 35 years. Mr. Klein's benefit will be unreduced if he commences payment after attaining age 62. Payment of early retirement benefits could commence as early as age 55 but would be calculated using a reduction of 6% per year prior to the attainment of age 62. After December 31, 2016, Mr. Klein will stop accruing additional benefits under the Fortune Brands Program.

Mr. Lingafelter participates in the Moen Plan as it applies to participants who are employed directly by Moen (the "Moen Program"). Normal retirement benefits under the Moen Program are determined under the following formula: (a) 1.05% of final average earnings up to the covered compensation limit multiplied by years of benefit service (up to 30 years); plus (b) 1.45% of final average earnings in excess of the plan's compensation limit multiplied by years of benefit service (up to 30 years); plus (c) 1% of final average earnings multiplied by years of benefit service in excess of 30 years. Compensation taken into account is limited by the Code. Mr. Lingafelter's benefit will be unreduced if he commences payment after attainting age 62. Payment of early retirement benefits could commence as early as age 55, but would be calculated by reducing the normal retirement benefit by: (a) 0.33% multiplied by the number of months by which his benefits commencement date precedes his 60^{th} birthday; and (b) 0.5% multiplied by the number of months by which his benefits commencement date occurring after attaining age 60 precedes his 62^{nd} birthday. After December 31, 2016, Mr. Lingafelter will stop accruing additional benefits under the Moen Program.

Non-Qualified Pension Benefits. Messrs. Klein and Lingafelter are the only NEOs currently accruing pension benefits under a non-qualified supplemental retirement plan that is broadly available to employees. Mr. Klein participates in the FBHS Supplemental Plan and Mr. Lingafelter participates in the Moen Incorporated Supplemental Retirement Plan (the "Moen Supplemental Plan"), which are unfunded, non-qualified retirement plans. The FBHS Supplemental Plan and the Moen Supplemental Plan pay the difference between the benefits payable under the tax-qualified pension plan formulas and the amount that would have been paid if the Code did not limit the amount of compensation taken into account under, or benefits that may be paid from, the Moen Plan. After December 31, 2016, Messrs. Klein and Lingafelter will stop accruing additional pension benefits under the FBHS Supplemental Plan and the Moen Supplemental Plan.

Under each of the supplemental plans described above, payment of benefits commences at termination of employment following attainment of age 55, subject to any delay required under Section 409A of the Code. Additionally, under each of the supplemental plans described above, in the event the supplemental retirement benefit commences prior to age 62 or is payable in a form other than a single life annuity, the supplemental retirement benefit shall be adjusted using the same factors used under the Moen Plan.

Non-Qualified Profit Sharing Contributions. Messrs. Klein, Wyatt and Fink received non-qualified profit sharing contributions under the FBHS Supplemental Plan. The Company makes profit sharing contributions to the Savings Plan on behalf of all eligible employees of the Company at its corporate headquarters. Profit sharing contributions equal to the difference between the benefits payable under the Savings Plan and the amount that would have been payable if the Code did not limit the amount of compensation taken into account under the Savings Plan are allocated to the FBHS Supplemental Plan. In 2015, the eligible profit sharing contribution amount was equal to 6% of adjusted compensation. This profit sharing formula applies uniformly to all eligible employees and is not enhanced for executives. FBHS Supplemental Plan profit sharing accounts are credited with interest monthly, using the Citigroup US Broad Investment-Grade (USBIG) Bond Index. The FBHS Supplemental Plan pays any defined contribution amounts, whether executive deferrals or supplemental profit sharing, in a lump sum following termination of employment, subject to any delay required under Section 409A of the Code.

None of the other NEOs currently receive profit sharing contributions or make deferrals under any non-qualified defined contribution or profit sharing plans. Mr. Lingafelter maintains an account holding prior contributions under Moen's non-qualified defined contribution plan, and this account is credited with interest monthly, using the Citigroup US Broad Investment-Grade (USBIG) Bond Index. The Moen Supplemental Plan pays any defined contribution amounts, whether executive deferrals or supplemental profit sharing, in a lump sum following termination of employment, subject to any delay required under Section 409A of the Code.

Mr. Randich accrued supplemental qualified non-elective and supplemental profit sharing benefits under the Therma-Tru Corp. Supplemental Executive Retirement Plan (the "Therma-Tru SERP") prior to his promotion to President of MasterBrand Cabinets in 2012. Beginning in 2013, Mr. Randich was no longer eligible to participate in the Therma-Tru SERP, however, he maintains an account holding his prior contributions and these accounts are credited with interest on a monthly basis. This account is invested in the Schwab 1000 Index Fund (SNXFX), which is a daily valued mutual fund. Any interest, dividends, gains or losses received from Schwab are allocated across the participants' accounts in that fund. Participants may opt for elective deferrals, supplemental profit sharing and supplemental qualified non-elective contributions earned under the Therma-Tru SERP to be paid in a lump sum or in substantially equal annual installments over a period of time not to exceed five years.

2015 NONQUALIFIED DEFERRED COMPENSATION

Name	Executive Contributions in Last FY ($)	Registrant Contributions in Last FY ($)(1)	Aggregate Earnings in Last FY ($)(2)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)
Christopher J. Klein	$0	$124,140	$2,433	0	$1,148,946
E. Lee Wyatt, Jr.	$0	$68,228	$(199)	0	$325,720
David M. Randich(3)	$0	$0	$1,599	0	$208,064
Nicholas I. Fink	$0	$1,344	$0	0	$0
David B. Lingafelter	$0	$0	$157	0	$29,858

(1) Amounts listed in this column were reported as compensation in the last fiscal year in the "All Other Compensation" column of the Summary Compensation Table.

(2) No amounts listed in the Aggregate Earnings column were reported in the Summary Compensation Table.

(3) Amounts listed in this column for Mr. Randich reflect the aggregate balance of benefits deferred while he was an employee of Therma-Tru Corp.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL(1)

	Voluntary		Involuntary				
Compensation Program	For Good Reason	Without Good Reason	For Cause	Without Cause	Death	Disability(2)	Involuntary Termination (without cause) or Termination for Good Reason After Change in Control(3)
Cash Severance							
Klein	$5,078,325	0	0	$5,078,325	0	0	$ 7,617,488
Wyatt	$2,220,301	0	0	$2,220,301	0	0	$ 2,960,401
Randich	$1,403,888	0	0	$1,403,888	0	0	$ 1,871,850
Fink	$1,245,906	0	0	$1,245,906	0	0	$ 1,661,209
Lingafelter	$1,249,425	0	0	$1,249,425	0	0	$ 1,665,900
Health and Related Benefits(4)							
Klein	$ 18,036	0	0	$ 18,036	$2,060,000	0	$ 27,054
Wyatt	$ 9,569	0	0	$ 9,569	$2,241,000	0	$ 12,758
Randich	$ 13,465	0	0	$ 13,465	$ 560,000	0	$ 17,954
Fink	$ 7,891	0	0	$ 7,891	$1,000,000	0	$ 10,521
Lingafelter	$ 18,774	0	0	$ 18,774	$ 500,000	0	$ 25,032
Options(5)							
Klein	0	0	0	0	$1,789,352	$1,789,352	$ 1,789,352
Wyatt	0	0	0	0	$1,167,483	$1,167,483	$ 1,167,483
Randich	0	0	0	0	$ 677,885	$ 677,885	$ 677,885
Fink	0	0	0	0	$ 295,500	$ 0	$ 295,500
Lingafelter	0	0	0	0	$ 600,113	$ 600,113	$ 600,113
RSUs							
Klein	0	0	0	0	$3,646,235	$1,841,104	$ 3,646,235
Wyatt	0	0	0	0	$1,497,429	$ 774,255	$ 1,497,429
Randich	0	0	0	0	$3,675,161	$ 447,499	$ 3,675,161
Fink	0	0	0	0	$1,734,758	$ 0	$ 1,734,758
Lingafelter	0	0	0	0	$ 762,904	$ 404,120	$ 762,904
Performance Share Awards							
Klein	0	0	0	0	$1,758,896	$1,157,185	$ 1,758,896
Wyatt	0	0	0	0	$ 715,994	$ 474,936	$ 715,994
Randich	0	0	0	0	$ 422,818	$ 278,931	$ 422,818
Fink	0	0	0	0	$ 133,872	$ 0	$ 133,872
Lingafelter	0	0	0	0	$ 368,371	$ 248,776	$ 368,371
Total Potential Payments Upon Termination or Change in Control							
Klein	$5,096,361	0	0	$5,096,361	$9,254,483	$4,787,641	$14,839,025
Wyatt	$2,229,870	0	0	$2,229,870	$5,621,906	$2,416,674	$ 6,354,065
Randich	$1,417,353	0	0	$1,417,353	$5,335,864	$1,404,315	$ 6,665,668
Fink	$1,253,797	0	0	$1,253,797	$3,164,130	$ 0	$ 3,835,860
Lingafelter	$1,268,199	0	0	$1,268,199	$2,231,388	$1,253,009	$ 3,422,320

(1) This table assumes the specified termination events occurred on December 31, 2015. The value of the equity that would have vested or been settled in connection with a termination event or a change in control was determined by using the closing price of the Company's common stock on December 31, 2015 ($55.50 per share). None of the NEOs qualified for retirement treatment under any of the Company's compensation programs as of December 31, 2015.

(2) The amounts reported in this column assume that the executive remains on disability through the full vesting of the award.

(3) The amounts reported in this column for options include the value of unvested stock options that would have accelerated in the event of a qualifying termination following a change in control.

(4) The Health and Related Benefits listed under the "Death" column reflect the incremental value of life insurance benefits above the benefit level applicable to all employees generally.

(5) The amounts reported in the "Death" column reflect the value of the unvested stock options that would have accelerated. The amount reported in the "Disability" column reflect the value of unvested stock options that would have continued to vest according to the vesting schedule.

Termination of Employment and Change in Control Arrangements. To protect the Company's interests in retaining its top talent, the Company has Severance Agreements with each NEO. Under the terms of the Severance Agreements, each NEO is entitled to severance benefits upon a qualifying termination of employment (i.e., termination by the Company without "cause" or by the NEO for "good reason"). The severance benefits under the Severance Agreements consist of:

- an amount equal to a multiple (2 years for Mr. Klein and 1.5 years for all other NEOs) of the NEO's (1) base salary, (2) target annual cash incentive, plus (3) any profit sharing allocation and matching contributions under the applicable tax-qualified and non-qualified defined contributions plans for the year prior to the year in which the termination takes place;
- an additional number of months (equal to the severance multiple described above) of coverage under health, life and accident plans to the extent allowed under the applicable plan; and
- an amount equal to the annual cash incentive award the NEO would have received based upon actual Company performance for the calendar year in which the termination date occurs, prorated for the NEO's service during the year.

The Severance Agreements contain various restrictive covenants, including a one-year non-solicitation provision, a non-disparagement provision, and a one-year non-competition restriction. NEOs are also required to sign a release of legal claims against the Company to receive any severance payments.

All of the Severance Agreements contain provisions which provide for enhanced benefits in the event of a qualifying termination (i.e., termination by the Company without "cause" or by the NEO for "good reason") following a change in control. The Severance Agreements contain "double triggers," which means that there must be both a change in control of the Company (or applicable operating company) and a qualifying termination of employment before any enhanced benefits are paid. In the event Mr. Klein is terminated within 2 years following a change in control, his multiple is increased from 2 years to 3 years. In the event of termination within 2 years following a change in control of any of the other NEOs, the multiple is increased from 1.5 years to 2 years. The Severance Agreements do not allow for excise tax gross-ups on these amounts.

Treatment of Equity Awards Following a Termination of Employment (other than in the event of a Change in Control). If a NEO's employment terminates with or without cause, all unvested PSAs, RSUs and stock options are forfeited. If a NEO dies, becomes disabled or retires, his or her outstanding equity awards vest or are paid as follows:

Treatment of Equity in the Event of Death, Disability or Retirement
(for awards outstanding as of 12/31/15)

Event	Performance Share Awards	Restricted Stock Units	Stock Options
Death	Shares paid at the end of the performance period based on actual Company performance, prorated for the performance period through the date of death.	Outstanding RSUs fully vest.	Unvested stock options fully vest.
Disability*	Shares paid at the end of the performance period based on actual Company performance, prorated for the time the executive was employed during the performance period.	Outstanding RSUs continue to vest according to the vesting schedule.	Unvested stock options continue to vest according to the vesting schedule.
Retirement**	Shares paid at the end of the performance period based on actual Company performance, prorated for the time the executive was actively employed during the performance period.	Outstanding RSUs fully vest.	Unvested stock options fully vest.

* The executive must have one year of service from the grant date prior to the date of disability to be entitled to receive the disability treatment listed above.

** The executive must be 55 years of age with 5 years of service and also have one year of service from the grant date prior to the date of retirement to be entitled to receive the retirement treatment listed above.

Treatment of Equity Awards Following a Change in Control and Termination of Employment. In the event a NEO is terminated by the Company without cause or by the NEO for good reason following a change in control, his or her equity awards vest or are paid as follows:

Treatment of Equity In the Event of a Change In Control*	
Award	***Treatment***
PSAs	Shares are paid based upon the elapsed portion of the performance period and assuming that target performance was achieved.
RSUs	All outstanding RSUs fully vest.
Stock Options	All unvested stock options fully vest.

* The Board has the ability to exercise its discretion to accelerate outstanding awards in the event of a change in control.

EQUITY COMPENSATION PLAN INFORMATION			
Plan Category	***Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)[(1)]***	***Weighted average exercise price of outstanding options, warrants and rights (b)***	***Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)[(2)]***
Equity compensation plans approved by security holders	7,771,752	$20.74	7,985,893
Equity compensation plans not approved by security holders	0	n/a	0
Total	7,771,752	$20.74	7,985,893

(1) As of December 31, 2015, the number of securities to be issued upon the exercise of outstanding stock options was 6,199,526, upon the payment of performance shares, assuming target performance, was 886,200 and upon the vesting of restricted stock awards was 686,026.

(2) Share available for issuance under the Company's Long-Term Incentive Plan, which allows for grants of stock options, performance stock awards, restricted stock awards and other stock-based awards.

AUDIT COMMITTEE MATTERS

Report of the Audit Committee

The Audit Committee is composed of five directors that are "independent" as defined under the New York Stock Exchange Listed Company Manual and Rule 10A-3 of the Exchange Act. The Audit Committee has a written charter that has been approved by the Board. A copy of the Audit Committee Charter is available on the Company's website at http://ir.fbhs.com/committees.cfm. The Audit Committee has appointed PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for 2016.

Management has the responsibility for the Company's financial statements and overall financial reporting process, including the Company's systems of internal controls. The independent registered public accounting firm has the responsibility to conduct an independent audit in accordance with generally accepted auditing standards and to issue an opinion on the accuracy of the Company's financial statements and the effectiveness of the Company's internal controls. The Audit Committee's responsibility is to monitor and oversee these processes.

In this context, the Audit Committee has reviewed and discussed the audited financial statements and the Company's quarterly and annual reports to the SEC with management and the independent registered public accounting firm. Management has confirmed to the Audit Committee that the Company's financial statements were prepared in accordance with generally accepted accounting principles. The Audit Committee has met with the independent registered public accounting firm and discussed matters that are required to be discussed pursuant to applicable requirements of the Public Company Accounting Oversight Board, including Auditing Standard No. 16, *Communications with Audit Committees*. The independent registered public accounting firm has provided an unqualified opinion regarding the Company's financial statements for the year ended December 31, 2015.

The Company's independent registered public accounting firm has also provided the Audit Committee with the written disclosures and letter required by the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with the independent registered public accounting firm that firm's independence. The Audit Committee has also reviewed non-audit services provided by the independent registered public accounting firm and has considered the compatibility of these services with maintaining the auditor's independence.

Based upon the review and discussions with management and the independent registered public accounting firm, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015 for filing with the SEC.

Audit Committee

Ronald V. Waters, III, Chair
A.D. David Mackay
John G. Morikis
David M. Thomas
Norman H. Wesley

Fees of Independent Registered Public Accounting Firm

PricewaterhouseCoopers LLP ("PwC") served as the Company's independent registered public accounting firm during the year ended December 31, 2015. All PwC services were approved in advance by the Audit Committee. The aggregate fees billed by PwC during 2015 and 2014 are set forth in the table below:

Type of Fee	*Year Ended December 31, 2015*	*Year Ended December 31, 2014*
Audit Fees(1)	$3,196,000	$2,781,000
Audit-Related Fees(2)	$ 135,000	$ 0
Tax Fees(3)	$ 209,000	$ 281,000
All Other Fees(4)	$ 2,000	$ 77,000

(1) For both 2015 and 2014, "Audit Fees" represented the aggregate fees billed by PwC in connection with the audit of the Company's annual financial statements and the review of the Company's financial information included in its SEC Form 10-K and Form 10-Q filings.

(2) For 2015, "Audit-Related Fees" represented fees billed by PwC in connection with the Company's offering of senior notes.

(3) For both 2015 and 2014, "Tax Fees" represented services which included tax compliance, tax consulting, customs and transfer pricing services.

(4) For 2014, "All Other Fees" included fees for an actuarial review of health and welfare plans and for both 2015 and 2014 it included advisory services related to licensing an accounting research tool.

Approval of Audit and Non-Audit Services

The Audit Committee has adopted policies and procedures for the pre-approval of all audit and permissible non-audit services provided by our independent registered public accounting firm. The Audit Committee annually reviews the audit and non-audit services to be performed by the independent registered public accounting firm during the upcoming year. The Audit Committee considers, among other things, whether the provision of specific non-audit services is permissible under existing law and whether it is consistent with maintaining the auditor's independence. The Audit Committee then approves the audit services and any permissible non-audit services it deems appropriate for the upcoming year. The Audit Committee's pre-approval of non-audit services is specific as to the services to be provided and includes pre-set spending limits. The provision of any additional non-audit services during the year, or the provision of services in excess of pre-set spending limits, must be pre-approved by either the Audit Committee or by the Chairman of the Audit Committee, who has been delegated authority to pre-approve such services on behalf of the Audit Committee. Any pre-approvals granted by the Chairman of the Audit Committee must be reported to the full Audit Committee at its next regularly scheduled meeting. All of the fees described above under audit fees, tax fees and all other fees for 2015 were pre-approved by the Audit Committee pursuant to its pre-approval policies and procedures.

ITEM 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2016. The Audit Committee and the Board recommend that you ratify this appointment. In line with this recommendation, the Board intends to introduce the following resolution at the Annual Meeting:

> "RESOLVED, that the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for this Company for the year ending December 31, 2016 is ratified."

A representative of PwC will attend the Annual Meeting to make a statement if he or she desires and respond to appropriate questions that may be asked by stockholders. In the event the stockholders fail to ratify the appointment of PwC, the Audit Committee may appoint another independent registered public accounting firm or may decide to maintain its appointment of PwC.

The Board of Directors and the Audit Committee recommend that you vote FOR Item 2.

Item 3 – Advisory Vote on Named Executive Officer Compensation

As required pursuant to Section 14A of the Exchange Act, the Company is providing stockholders with a vote to approve the compensation of the named executive officers as disclosed in this Proxy Statement, on an advisory, non-binding basis, which is commonly referred to as a "Say-on-Pay" vote. The Board has decided the advisory vote on executive compensation will be held on an annual basis at least until the next non-binding stockholder vote on the frequency with which the advisory vote should be held.

The Board believes that executive compensation should be closely tied to Company performance. Our executive compensation programs are designed to reward executives for the achievement of both short-term and long-term strategic and operational goals, as well as the creation of stockholder value. To accomplish this, the Compensation Committee has designed an executive compensation program that:

- Creates and reinforces a pay-for-performance culture;
- Aligns management's interests with those of the Company's stockholders;
- Attracts, retains and motivates superior talent through competitive compensation; and
- Provides incentive compensation that promotes performance without encouraging excessive risk.

The Company asks that you indicate your approval of the compensation paid to our named executive officers in 2015, as described in this Proxy Statement under the headings "Compensation Discussion and Analysis" and "Executive Compensation," which includes the compensation tables and narratives.

Because your vote is advisory, it will not be binding on the Board. However, the Board and the Compensation Committee will review the results of the vote and consider the results when making future decisions regarding executive compensation.

For the reasons discussed above, the Board intends to introduce the following resolution at the Annual Meeting:

> "RESOLVED, that the compensation of the named executive officers of the Company, as disclosed in this Proxy Statement under the headings "Compensation Discussion and Analysis" and "Executive Compensation," including the compensation tables and their accompanying narrative discussion, is approved."

The Board of Directors recommends that you vote FOR Item 3.

CERTAIN INFORMATION REGARDING SECURITY HOLDINGS

We have listed below, as of March 1, 2016 (except as otherwise indicated), the beneficial ownership of the Company's common stock by (a) each director (including the nominees), (b) the named executive officers, (c) directors and executive officers of the Company as a group, and (d) each person known by us to be the beneficial owner of more than five percent of our outstanding common stock. The table is based on information we received from the directors and executive officers, the Trustee of our defined contribution plan and filings made with the SEC.

Name	*Amount and Nature of Beneficial Ownership(1)*	*Percentage of Class*
Wellington Management Group LLP(2)	15,826,389	9.91%
BlackRock, Inc.(3)	13,139,763	8.2%
The Vanguard Group(4)	11,221,604	7.0%
JPMorgan Chase & Co.(5)	9,516,020	5.9%
Artisan Partners Limited Partnership(6)	9,022,820	5.7%
Standard Life Investments Ltd.(7)	8,919,052	5.6%
Nicholas I. Fink	0	*
Richard A. Goldstein	27,632	*
Ann F. Hackett(8)	25,319	*
Susan S. Kilsby	0	*
Christopher J. Klein(9)	1,678,939	*
David B. Lingafelter(10)	508,197	*
A. D. David Mackay(11)	65,132	*
John G. Morikis(12)	26,389	*
David M. Randich	215,012	*
David M. Thomas(13)	35,222	*
Ronald V. Waters, III	24,458	*
Norman H. Wesley(14)	83,793	*
E. Lee Wyatt, Jr. (15)	682,163	*
Directors and executive officers as a group (18 persons)(16)	3,558,365	2.3%

* Less than 1%

(1) Includes the following number of shares with respect to which the following directors and executive officers have the right to acquire beneficial ownership within 60 days after March 1, 2016:

Name	*Number of Shares*
Nicholas I. Fink	0
Richard A. Goldstein	0
Ann F. Hackett	0
Susan S. Kilsby	0
Christopher J. Klein	1,157,130
David B. Lingafelter	441,577
A. D. David Mackay	0
John G. Morikis	0
David M. Randich	132,334
David M. Thomas	0
Ronald V. Waters, III	0
Norman H. Wesley	0
E. Lee Wyatt, Jr.	431,033

(2) In a report filed by Wellington Management Group LLP, Wellington Investment Advisors Holdings LLP and Wellington Management Company LLP (collectively "Wellington") on Schedule 13G/A filed on February 11, 2016, Wellington disclosed that as of December 31, 2015, it had sole voting power over no shares, shared voting power over 11,357,695 shares, sole dispositive power of no shares, and shared dispositive power over 15,826,389 shares. The principal business of Wellington is 280 Congress Street, Boston, Massachusetts 02210.

(3) In a report filed by BlackRock, Inc. ("BlackRock") on Schedule 13G/A filed on February 10, 2016, BlackRock disclosed that as of December 31, 2015, it and its subsidiaries had sole voting power over 12,080,779 shares, shared voting power over no shares, sole dispositive power over 13,139,763 shares, and shared dispositive power over no shares. The principal business address of BlackRock, Inc., is 40 East 52nd Street, New York, New York, 10022.

(4) In a report filed by The Vanguard Group ("Vanguard") on Schedule 13G/A filed on February 10, 2016, Vanguard disclosed that as of December 31, 2015, it and its wholly owned subsidiaries specified therein had sole voting power over 152,641 shares, shared voting power over 15,600 shares, sole dispositive power over 11,056,663 shares, and shared dispositive power over 164,941 shares. The principal business address of Vanguard is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.

(5) In a report filed by JPMorgan Chase & Co. ("JPMorgan"), on Schedule 13G/A filed on January 15, 2016, JPMorgan disclosed that as of December 31, 2015, it and its wholly owned subsidiaries had sole voting power over 8,385,868 shares, shared voting power over 9,184 shares, sole dispositive power over 9,508,069 shares, and shared dispositive power over 4,297 shares. The principal business address of JPMorgan is 270 Park Avenue, New York, New York 10017.

(6) In a report filed by Artisan Partners Limited Partnership, Artisan Investments GP LLC, Artisan Partners Holdings LP and Artisan Partners Asset Management Inc. (collectively, "Artisan"), on Schedule 13G/A filed on February 2, 2016, Artisan disclosed that as of December 31, 2015, it had sole voting power over no shares, shared voting power over 8,585,936 shares, sole dispositive power over no shares, and shared dispositive power over 9,022,820 shares. The principal business address of Artisan is 875 East Wisconsin Avenue, Suite 800, Milwaukee, Wisconsin 53202.

(7) In a report filed by Standard Life Investments Ltd. ("Standard Life") on Schedule 13G/A filed on February 16, 2016, Standard Life disclosed that as of December 31, 2015, it had sole voting power over 8,919,052 shares, shared voting power over no shares, sole dispositive power of 8,919,052 shares, and shared dispositive power over no shares. The principal business of Standard Life is One George Street, Edinburgh EH 2LL, United Kingdom.

(8) Includes 22,532 shares which Ms. Hackett has deferred until the January following the year in which she ceases to be a member of the Board pursuant to the Non-Employee Director Deferred Compensation Plan.

(9) Includes 100,000 share held by trusts for which Mr. Klein has sole investment power; however, he disclaims beneficial ownership of such shares.

(10) Includes 607 shares held in the Fortune Brands stock fund in the Company's Retirement Savings Plan.

(11) Includes 8,000 shares held by a trust for which Mr. Mackay has sole investment power; however, he disclaims beneficial ownership of such shares, as well as 5,000 shares held by Mr. Mackay's spouse.

(12) Includes 5,742 shares which Mr. Morikis has deferred until the January following the year in which he ceases to be a member of the Board pursuant to the Non-Employee Director Deferred Compensation Plan.

(13) Includes 2,914 shares which Mr. Thomas has deferred until the January following the year in which he ceases to be a member of the Board pursuant to the Non-Employee Director Deferred Compensation Plan. Also includes 2,450 shares held by a charitable organization for which Mr. Thomas has sole investment and voting power; however, he disclaims beneficial ownership of such shares.

(14) Includes 67,723 shares held by a trust for which Mr. Wesley has sole investment power; however, he disclaims beneficial ownership of such shares.

(15) Includes 16,033 shares held by a Mr. Wyatt's spouse. Also includes 60,750 shares held by a trust for which Mr. Wyatt has sole investment power; however, he disclaims beneficial ownership of such shares.

(16) The table includes 2,312,798 shares of which our directors and executive officers as a group had the right to acquire beneficial ownership within 60 days after March 1, 2016. Inclusion of such shares does not constitute an admission by any director or executive officer that such person is the beneficial owner of such shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and certain officers, as well as persons who have beneficial ownership of more than 10 percent of our common stock, to file initial reports of beneficial ownership on Form 3, and reports of subsequent changes in beneficial ownership on Forms 4 or 5, with the SEC. Based solely on our review of these forms, and certifications from our directors and officers that no other reports were required for such persons, we believe that all directors and officers subject to Section 16 complied with the filing requirements applicable to them for the fiscal year ended December 31, 2015.

March 3, 2016

APPENDIX A

RECONCILIATIONS

DILUTED EPS BEFORE CHARGES/GAINS RECONCILIATION

	2015	2014	2013
Earnings Per Common Share - **Diluted**			
Diluted EPS Before Charges/Gains	$ 2.07	$ 1.74	$ 1.37
Restructuring and other charges	(0.10)	(0.05)	(0.02)
Asset impairment charges	-	(0.01)	(0.12)
Norcraft Transaction Costs	(0.08)	-	-
Defined benefit plan actuarial losses	(0.01)	(0.05)	(0.02)
Tax item	-	0.01	-
Diluted EPS - Continuing Operations	$ 1.88	$ 1.64	$ 1.21

Diluted EPS before charges/gains is income from continuing operations, net of tax, less noncontrolling interests calculated on a diluted per-share basis excluding restructuring and other charges, asset impairment charges, tax items, and the impact of income and expense from actuarial gains or losses associated with our defined benefit plans. Diluted EPS before charges/gains is a measure not derived in accordance with GAAP. Management uses this measure to evaluate the overall performance of the Company and believes this measure provides investors with helpful supplemental information regarding the underlying performance of the Company from year to year. This measure may be inconsistent with similar measures presented by other companies.

For the twelve months ended December 31, 2015, diluted EPS before charges/gains is income from continuing operations, net of tax and including the impact from noncontrolling interests calculated on a diluted per-share basis excluding $22.7 million ($16.3 million after tax or $0.10 per diluted share) of restructuring and other charges, transaction costs related to the acquisition of Norcraft of $17.1 million ($13.4 million after tax or $0.08 per diluted share), the impact of expense from actuarial losses associated with our defined benefit plans of $2.5 million ($1.6 million after tax or $0.01 per diluted share) and a charge related to a tax item of $0.2 million.

For the twelve months ended December 31, 2014, diluted EPS before charges/gains is income from continuing operations, net of tax and including the impact from noncontrolling interests calculated on a diluted per-share basis excluding $13.5 million ($8.4 million after tax or $0.05 per diluted share) of restructuring and other charges, a tax benefit resulting from the write off of our investment in an international subsidiary of $1.6 million ($1.6 million after tax or $0.01 per diluted share), an asset impairment charge of $1.6 million ($1.0 million after tax or $0.01 per diluted share) and the impact of expense from actuarial losses associated with our defined benefit plans of $13.7 million ($8.7 million after tax or $0.05 per diluted share).

For the twelve months ended December 31, 2013, diluted EPS before charges/gains is income from continuing operations, net of tax and including the impact from noncontrolling interests calculated on a diluted per-share basis excluding $3.7 million ($3.0 million after tax or $0.02 per diluted share) of restructuring and other charges, asset impairment charges of $27.4 million ($20.0 million after tax or $0.12 per diluted share) and the impact of expense from actuarial losses associated with our defined benefit plans of $5.1 million ($3.3 million after tax or $0.02 per diluted share).

Reconciliation of ROIC before charges/gains to ROIC

($ in millions)

	2015					2014					2013				
	Income from continuing operations, net of tax, less noncontrolling interests		Average Invested Capital		ROIC	Income from continuing operations, net of tax, less noncontrolling interests		Average Invested Capital		ROIC	Income from continuing operations, net of tax, less noncontrolling interests		Average Invested Capital		ROIC
As reported	$ 306	/	$ 3,064	=	10.0%	$ 272	/	$ 2,756	=	9.9%	$ 208	/	$ 2,576	=	8.1%
Restructuring and other charges and other select items	60		107			28		94			33		35		
Before charges/gains	$ 366	/	$ 3,171	=	11.5%	$ 300	/	$ 2,850	=	10.5%	$ 241	/	$ 2,611	=	9.2%

Return on Invested Capital - or ROIC - Before Charges/Gains is income from continuing operations, net of tax, less noncontrolling interests plus after-tax interest expense derived in accordance with GAAP excluding any restructuring and other charges and other select items divided by a two point average of GAAP Invested Capital (net debt plus stockholders' equity) excluding any restructuring and other charges and other select items.

ROIC Before Charges/Gains is a measure not derived in accordance with GAAP. Management uses this measure to determine the returns generated by the Company and to evaluate and identify cost-reduction initiatives. Management believes this measure provides investors with helpful supplemental information regarding the underlying performance of the Company from year to year. These measures may be inconsistent with similar measures presented by other companies.

RECONCILIATION OF OPERATING INCOME BEFORE CHARGES/GAINS TO GAAP OPERATING INCOME
(In millions)
(Unaudited)

	For the twelve months ended				
	December 31, 2015	December 31, 2014	December 31, 2013	Three Year $ change	Three Year % change
CABINETS					
Operating income before charges/gains[a]	$195.7	$138.3	$120.6	$ 75.1	62
Restructuring charges [b]	(1.2)	(0.4)	(2.2)	1.0	(45)
Other charges [b]					
Cost of products sold	(2.1)	—	(0.1)	(2.0)	2,000
Asset impairment charge	—	—	(21.2)	21.2	100
Operating income (GAAP)	$192.4	$137.9	$ 97.1	$ 95.3	98
PLUMBING					
Operating income before charges/gains[a]	$292.5	$260.2	$229.7	$ 62.8	27
Restructuring charges [b]	(6.4)	(0.5)	(0.6)	(5.8)	967
Other charges [b]					
Cost of products sold	(0.1)	(0.2)	(0.6)	0.5	(83)
Selling, general and administrative expenses	(0.6)	(0.6)	(0.2)	(0.4)	200
Operating income (GAAP)	$285.4	$258.9	$228.3	$ 57.1	25
DOORS					
Operating income before charges/gains[a]	$ 44.0	$ 29.2	$ 15.3	$ 28.7	188
Operating income (GAAP)	$ 44.0	$ 29.2	$ 15.3	$ 28.7	188
SECURITY					
Operating income before charges/gains[a]	$ 69.3	$ 59.2	$ 55.4	$ 13.9	25
Restructuring charges [b]	(8.1)	(4.1)	—	(8.1)	(100)
Other charges [b]					
Cost of products sold	(5.3)	(5.7)	—	(5.3)	(100)
Operating income (GAAP)	$ 55.9	$ 49.4	$ 55.4	$ 0.5	1
CORPORATE					
Corporate expense before charges/gains[a]	$ (69.2)	$ (65.0)	$ (78.2)	$ 9.0	(12)
Restructuring charges [b]	(0.9)	(2.0)	—	(0.9)	(100)
Selling, general and administrative expenses	(15.1)	—	—	(15.1)	(100)
General and administrative expense (GAAP)	(85.2)	(67.0)	(78.2)	(7.0)	9
Defined benefit plan income before actuarial gains/ (losses)	$ 6.1	$ 8.8	$ 10.2	$ (4.1)	(40)
Defined benefit plan actuarial losses [c]	(2.5)	(13.7)	(5.1)	2.6	(51)
Defined benefit plan income/(expense) (GAAP)	3.6	(4.9)	5.1	(1.5)	(29)
Corporate expense (GAAP)	$ (81.6)	$ (71.9)	$ (73.1)	$ (8.5)	12
FORTUNE BRANDS HOME & SECURITY					
Operating income before charges/gains [a]	$538.4	$430.7	$353.0	$185.4	53
Restructuring charges [b]	(16.6)	(7.0)	(2.8)	(13.8)	493
Other charges [b]					
Cost of products sold	(7.5)	(5.9)	(0.7)	(6.8)	971
Selling, general and administrative expenses	(15.7)	(0.6)	(0.2)	(15.5)	7,750
Asset impairment charges	—	—	(21.2)	21.2	100
Defined benefit plan actuarial losses [c]	(2.5)	(13.7)	(5.1)	2.6	(51)
Operating income (GAAP)	$496.1	$403.5	$323.0	$173.1	54

(a) Operating income before charges/gains is operating income derived in accordance with U.S. generally accepted accounting principles ("GAAP") excluding restructuring and other charges, asset impairment charges and the impact of income and expense from actuarial gains or losses associated with our defined benefit plans. Operating income before charges/gains is a measure not derived in accordance with GAAP. Management uses this measure to evaluate the returns generated by FBHS and its business segments. Management believes this measure provides investors with helpful supplemental information regarding the underlying performance of the Company from period to period. This measure may be inconsistent with similar measures presented by other companies.

(b) Restructuring charges are costs incurred to implement significant cost reduction initiatives and include workforce reduction costs. "Other charges" represent charges or gains directly related to restructuring initiatives that cannot be reported as restructuring under GAAP. Such charges or gains may include losses on disposal of inventories, trade receivables allowances from exiting product lines, accelerated depreciation resulting from the closure of facilities, and gains and losses on the sale of previously closed facilities.

(c) Represents actuarial gains or losses associated with our defined benefit plans. Actuarial gains or losses in a period represent the difference between actual and actuarially assumed experience, principally related to liability discount rates and plan asset returns, as well as other actuarial assumptions including compensation rates, turnover rates, and health care cost trend rates. The Company recognizes actuarial gains or losses immediately in operating income to the extent they cumulatively exceed a "corridor." The corridor is equal to the greater of 10% of the fair value of plan assets or 10% of a plan's projected benefit obligation. Actuarial gains or losses are determined at required remeasurement dates which occur at least annually in the fourth quarter. Remeasurements due to plan amendments and settlements may also occur in interim periods during the year. Our operating income before charges/gains reflects our expected rate of return on pension plan assets which in a given period may materially differ from our actual return on plan assets. Our liability discount rates and plan asset returns are based upon difficult to predict fluctuations in global bond and equity markets that are not directly related to the Company's business. We believe that the exclusion of actuarial gains or losses from operating income before charges/gains provides investors with useful supplemental information regarding the underlying performance of the business from period to period that may be considered in conjunction with our operating income as measured on a GAAP basis. We present this supplemental information because such actuarial gains or losses may create volatility in our operating income that does not necessarily have an immediate corresponding impact on operating cash flow or the actual compensation and benefits provided to our employees. The table below sets forth additional supplemental information on the Company's historical actual and expected rate of return on plan assets, as well as discount rates used to value its defined benefit obligations:

($ In millions)	*Year Ended December 31, 2015*		*Year Ended December 31, 2014*		*Year Ended December 31, 2013*	
	%	*$*	*%*	*$*	*%*	*$*
Actual return on plan assets	*(2.1)%*	*($18.2)*	*9.8%*	*$52.0*	*15.2%*	*$74.6*
Expected return on plan assets	*6.8%*	*40.2*	*7.4%*	*42.2*	*7.8%*	*41.8*
Discount rate at December 31:						
Pension benefits	*4.6%*		*4.2%*		*5.0%*	
Postretirement benefits	*4.1%*		*3.5%*		*4.3%*	

Use of Non-GAAP Financial Information in Connection with Incentive Compensation

The Company utilizes measures not derived in accordance with GAAP such as operating income before charges/gains, earnings per share before charges/gains, return on invested capital before charges/gains, and return on net tangible assets before charges/gains when determining performance results in connection with the incentive compensation programs as described in the Compensation Discussion and Analysis. The 2015 EPS results as set forth in the CD&A were calculated on a before charges/gains basis and for the purpose of determining the 2015 annual cash incentive awards was adjusted for the impact of foreign exchange. The 2015 ROIC results as set forth in the CD&A were calculated on a before charges/gains basis and represents income from continuing operations, net of tax, less non-controlling interests plus after-tax interest expense derived in accordance with GAAP, excluding any restructuring and other charges and other select items, divided by a two point average of GAAP Invested Capital (net debt plus stockholders' equity), excluding any restructuring and other charges and other select items. The 2015 OI results as set forth in the CD&A were calculated on a before charges/gains basis and for the purpose of determining the 2015 annual cash incentive awards, were also adjusted for the impact of foreign exchange and other select items. The 2015 RONTA results as set forth in the CD&A were calculated on a before charges/gains basis and represents operating income derived in accordance with GAAP, excluding any restructuring and other charges and for the purpose of determining the 2015 annual cash incentive awards, were also adjusted for the impact of foreign exchange and other select items, divided by the thirteen month average of GAAP assets less intangibles, accounts payable and other non-interest bearing liabilities (i.e., Net Tangible Assets). These figures may be different from those used by management when providing guidance or discussing Company results. These measures should not be considered in isolation or as a substitute for any measure derived in accordance with GAAP and may also be inconsistent with similar measures presented by other companies.