

BEAM INC
Form 4
May 24, 2012

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pershing Square Capital
Management, L.P.

(Last) (First) (Middle)

888 SEVENTH AVENUE, 42ND
FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BEAM INC [BEAM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code (Instr. 8) | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|--------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|--------------------------------|--------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | Code | V | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | A N S |
|-------------------|------------------------------|------------------|------|-----------|--|------------------|-----------------|---------------------------|-------------|
| Total Return Swap | \$ 58.13 (6) (7) (8) | 05/22/2012 | J/K | (6)(7)(8) | 1 | (6)(7)(8) | 10/09/2012 | (6)(7)(8) Common Stock | |
| Total Return Swap | \$ 58.13 (6) (7) (8) | 05/22/2012 | J/K | (6)(7)(8) | 1 | (6)(7)(8) | 10/09/2012 | (6)(7)(8) Common Stock | |
| Total Return Swap | \$ 58.13 (6) (7) (8) | 05/22/2012 | J/K | (6)(7)(8) | 1 | (6)(7)(8) | 11/13/2012 | (6)(7)(8) Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Pershing Square Capital Management, L.P. 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019 | | X | | |
| PS Management GP, LLC 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019 | | X | | |
| ACKMAN WILLIAM A 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019 | | X | | |

Signatures

Pershing Square Capital Management, L.P., By: PS Management GP, LLC, its General Partner, By: /s/ William A. Ackman, Managing Member 05/24/2012

**Signature of Reporting Person Date

PS Management GP, LLC, By: /s/ William A. Ackman, Managing Member 05/24/2012

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__Signature of Reporting Person

Date

/s/ William A. Ackman

05/24/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In addition to Pershing Square Capital Management, L.P., a Delaware limited partnership ("Pershing Square Capital"), this Form 4 is being filed jointly by PS Management GP, LLC, a Delaware limited liability company ("PS Management"), and William A. Ackman, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Pershing Square Capital and may be deemed to have a pecuniary interest in the securities reported on this Form 4 (the "Subject Securities").

(2) Pershing Square Capital advises the account of Pershing Square International, Ltd., a Cayman Islands exempted company (together with its wholly-owned subsidiary PSRH, Inc., a Cayman Islands exempted company, "Pershing Square International").

(3) Pershing Square Capital, as the investment adviser to Pershing Square International, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934. As the general partner of Pershing Square Capital, PS Management may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of William A. Ackman's position as Chief Executive Officer of Pershing Square Capital and managing member of PS Management, William A. Ackman may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a).

(4) Each of the Reporting Persons disclaims any beneficial ownership of any of the securities listed in this Form 4, except to the extent of any pecuniary interest therein.

(5) The total return swaps set forth on Table II did not give Pershing Square International or the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the issuer and did not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the issuer.

(6) Under the terms of the cash-settled total return swaps (i) Pershing Square International was obligated to pay to the counterparty any negative price performance of the 2,109,127 notional number of shares of Common Stock subject to the swaps as of the expiration date of such swap, plus interest at the rates set forth in the applicable contracts, and (ii) the counterparty was obligated to pay to Pershing Square International any positive price performance of the 2,109,127 notional number of shares of Common Stock subject to the swaps as of the expiration date of the applicable swap. The reference amounts of the cash-settled total return swaps were equitably adjusted pursuant to the terms of each of their respective contracts in order to take into account the spin-off of Fortune Brands Home & Security, Inc. from the Issuer. All balances will be cash settled on the settlement date of the swap.

(7) Any dividends received by the counterparty on such notional shares of Common Stock during the term of the swap will be paid to Pershing Square International on the settlement date of the swap.

(8) On May 25, 2012, the swaps will be settled, and the Reporting Persons will receive the positive price performance of the 2,109,127 notional number of shares of Common Stock subject to the swaps.

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

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