

Heppner John N
Form 4
March 11, 2013

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Heppner John N

2. Issuer Name **and** Ticker or Trading
Symbol
Fortune Brands Home & Security,
Inc. [FBHS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
520 LAKE COOK ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2013

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President-Storage & Security

DEERFIELD, IL 60015

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, Par Value \$0.01	03/07/2013		M		23,728	A	\$ 16.6295	107,600 ⁽¹⁾	D
Common Stock, Par Value \$0.01	03/07/2013		M		26,101	A	\$ 18.096	133,701 ⁽¹⁾	D
Common Stock, Par Value \$0.01	03/07/2013		M		100,000	A	\$ 9.7622	233,701 ⁽¹⁾	D

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Common
Stock, Par Value \$
03/07/2013 S 149,829 D 35.6269 83,872 ⁽¹⁾
\$0.01 (2) D

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Options (Right to Buy)	\$ 16.6295	03/07/2013		M	23,728	09/26/2007 09/26/2013	Common Stock 23,728
Options (Right to Buy)	\$ 18.096	03/07/2013		M	26,101	09/24/2008 09/24/2014	Common Stock 26,101
Options (Right to Buy)	\$ 9.7622	03/07/2013		M	100,000	02/22/2011 02/22/2017	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Heppner John N 520 LAKE COOK ROAD DEERFIELD, IL 60015	President-Storage & Security

Signatures

/s/ Angela M. Pla, Attorney-in-Fact for John N.
Heppner 03/11/2013

 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) Includes a total of 80,466 restricted stock units that have not yet vested.

The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$35.40 to \$35.83,

- (2) inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

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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