

Fortune Brands Home & Security, Inc.

Form 4

February 15, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN CHRISTOPHER J

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)
02/13/2012

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

DEERFIELD, IL 60015

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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)
Common Stock, Par Value \$0.01	02/13/2012		A ⁽¹⁾	65,758 A \$ 0	102,815	D	
Common Stock, Par Value \$0.01	02/13/2012		F ⁽²⁾	27,257 D \$ 19.32	75,558	D	
Common Stock, Par Value \$0.01	02/13/2012		A ⁽³⁾	88,998 A \$ 0	164,556	D	

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Common
Stock, Par
Value 02/13/2012 F⁽²⁾ 31,718 D \$ 19.32 132,838 D
\$0.01

Common
Stock, Par
Value 02/13/2012 A⁽⁴⁾ 75,721 A \$ 0 208,559 ⁽⁵⁾ D
\$0.01

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 (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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN CHRISTOPHER J 520 LAKE COOK ROAD DEERFIELD, IL 60015	X		Chief Executive Officer	

Signatures

/s/ Angela M. Pla, Attorney-in-Fact for Christopher J.
Klein

02/15/2012

 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) Represents shares of the issuer's common stock acquired by the reporting person as a result of the settlement of the 2009 restricted stock units (RSUs) previously awarded by Fortune Brands, Inc. (n/k/a Beam Inc.).
- (2) Reflects the withholding by the issuer of shares having a fair market value equal to the withholding taxes due by the reporting person.
- (3) Represents shares of the issuer's common stock acquired by the reporting person as a result of the settlement of the 2009-2011 performance share awards previously awarded by Fortune Brands, Inc. (n/k/a Beam Inc.).
Represents restricted stock units awarded to the reporting person as a result of the conversion of the 2010-2012 performance share awards previously awarded by Fortune Brands, Inc. (n/k/a Beam Inc.). This conversion occurred pursuant to the terms of the Employee Matters Agreement dated September 28, 2011, between FBHS and Fortune Brands, Inc. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock. Subject to the reporting person's continued service with the issuer, the restricted stock units shall vest on December 31, 2012.
- (5) Includes 75,721 RSUs that have not yet vested.

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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