

Beam Suntory Inc.
Form 4
May 02, 2014

FORM 4

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

OMB APPROVAL

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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 *
Rose Kenton R

(Last) (First) (Middle)

BEAM INC., 510 LAKE COOK ROAD

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Beam Suntory Inc. [NYSE: BEAM]

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

04/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & GC, CAO & Secretary

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

X Form filed by One Reporting Person
___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) Price | | |
| Common Stock, par value \$3.125 | 04/30/2014 | | D | | 7,826 (1) | D | |
| | | | | | \$ 83.5 | | |
| | | | | | 0 | | |

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

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SEC 1474 (9-02)

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Employee Stock Option (Right to Buy) | \$ 57.18 | 04/30/2014 | | D | 27,196 | <u>(2)</u> | 09/28/2014 | Common Stock | 27,196 |
| Employee Stock Option (Right to Buy) | \$ 67.19 | 04/30/2014 | | D | 25,911 | <u>(2)</u> | 09/24/2014 | Common Stock | 25,911 |
| Employee Stock Option (Right to Buy) | \$ 47.32 | 04/30/2014 | | D | 25,911 | <u>(2)</u> | 09/29/2015 | Common Stock | 25,911 |
| Employee Stock Option (Right to Buy) | \$ 35.67 | 04/30/2014 | | D | 4,962 | <u>(2)</u> | 09/30/2016 | Common Stock | 4,962 |
| Employee Stock Option (Right to Buy) | \$ 36.25 | 04/30/2014 | | D | 31,347 | <u>(2)</u> | 02/22/2017 | Common Stock | 31,347 |
| Employee Stock Option (Right to Buy) | \$ 51.08 | 04/30/2014 | | D | 24,095 | <u>(2)</u> | 02/22/2021 | Common Stock | 24,095 |
| Employee Stock Option (Right to Buy) | \$ 44.75 | 04/30/2014 | | D | 34,900 | <u>(2)</u> | 10/04/2021 | Common Stock | 34,900 |

| | | | | | | | | | |
|--|----------|------------|---|--------|-----|------------|-----------------|--------|--|
| Buy) | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 55.43 | 04/30/2014 | D | 12,846 | (2) | 02/21/2022 | Common Stock | 12,846 | |
| Employee Stock Option (Right to Buy) | \$ 61.42 | 04/30/2014 | D | 12,405 | (2) | 02/21/2023 | Common Stock | 12,405 | |
| Restricted Stock Units | \$ 0 | 04/30/2014 | D | 274 | (3) | (4) | Common Stock | 274 | |
| Restricted Stock Units | \$ 0 | 04/30/2014 | D | 4,412 | (5) | (4) | Common Stock | 4,412 | |
| Restricted Stock Units | \$ 0 | 04/30/2014 | D | 3,175 | (3) | (4) | Common Stock | 3,175 | |
| Restricted Stock Units | \$ 0 | 04/30/2014 | D | 3,518 | (3) | (4) | Common Stock | 3,518 | |
| Restricted Stock Units | \$ 0 | 04/30/2014 | D | 6,146 | (6) | (4) | Common Stock | 6,146 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rose Kenton R BEAM INC., 510 LAKE COOK ROAD DEERFIELD, IL 60015 | | | SVP & GC, CAO & Secretary | |

Signatures

Leslie W. Jensen, Attorney-in-Fact for Kenton R.
Rose

05/02/2014

**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 common stock that were cancelled and converted into the right to receive \$83.50 per share pursuant to the merger agreement among the issuer, Suntory Holdings Limited and SUS Merger Sub Limited (the "Merger Agreement").

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- (2) This option was cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$83.50 per share minus the exercise price, multiplied by the number of options.
- (3) These restricted stock units ("RSUs") were cancelled and converted pursuant to the Merger Agreement into the right to receive a cash payment equal to \$83.50 per share.
- (4) N/A.
- (5) Pursuant to the transactions contemplated by the Merger Agreement, 4,412 RSUs are being cancelled for no consideration.
- (6) Pursuant to the transactions contemplated by the Merger Agreement, these RSUs are being cancelled in exchange for a cash-based phantom unit award subject to continued employment, with a floor price of \$66.97.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.