

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
 Officer (give title below) _____ Other (specify below)
SVP & GC, CAO & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	\$ 83.5	0	D

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

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(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.

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