

Beam Suntory Inc.  
Form 4  
May 02, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Hine C Clarkson

(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 Corp Comm & Public Affairs

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$3.125	04/30/2014		D	23,930 (1)	\$ 83.5 0	D	
Common Stock, par value \$3.125	04/30/2014		D	2,119 (2)	\$ 83.5 0	I	Beam Inc. Retirement Savings Plan

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 57.18	04/30/2014		D	14,942	<u>(3)</u> 09/28/2014	Common Stock 14,942
Employee Stock Option (Right to Buy)	\$ 67.19	04/30/2014		D	7,877	<u>(3)</u> 09/24/2014	Common Stock 7,877
Employee Stock Option (Right to Buy)	\$ 47.32	04/30/2014		D	11,673	<u>(3)</u> 09/29/2015	Common Stock 11,673
Employee Stock Option (Right to Buy)	\$ 35.67	04/30/2014		D	8,481	<u>(3)</u> 09/30/2016	Common Stock 8,481
Employee Stock Option (Right to Buy)	\$ 36.25	04/30/2014		D	8,956	<u>(3)</u> 02/22/2017	Common Stock 8,956
Employee Stock Option (Right to Buy)	\$ 51.08	04/30/2014		D	8,433	<u>(3)</u> 02/22/2021	Common Stock 8,433

Employee Stock Option (Right to Buy)	\$ 44.75	04/30/2014	D	34,900	<u>(3)</u>	10/04/2021	Common Stock	34,900
Employee Stock Option (Right to Buy)	\$ 55.43	04/30/2014	D	7,905	<u>(3)</u>	02/21/2022	Common Stock	7,905
Employee Stock Option (Right to Buy)	\$ 61.42	04/30/2014	D	7,634	<u>(3)</u>	02/21/2023	Common Stock	7,634
Restricted Stock Unit	\$ 0	04/30/2014	D	169	<u>(4)</u>	<u>(5)</u>	Common Stock	169
Restricted Stock Unit	\$ 0	04/30/2014	D	2,715	<u>(6)</u>	<u>(5)</u>	Common Stock	2,715
Restricted Stock Unit	\$ 0	04/30/2014	D	1,954	<u>(7)</u>	<u>(5)</u>	Common Stock	1,954
Restricted Stock Unit	\$ 0	04/30/2014	D	2,165	<u>(7)</u>	<u>(5)</u>	Common Stock	2,165
Restricted Stock Unit	\$ 0	04/30/2014	D	6,146	<u>(7)</u>	<u>(5)</u>	Common Stock	6,146

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hine C Clarkson BEAM INC., 510 LAKE COOK ROAD DEERFIELD, IL 60015			SVP Corp Comm & Public Affairs	

## Signatures

Leslie W. Jensen, Attorney-in-Fact for C. Clarkson  
Hine 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) Represents shares of common stock held in the reporting person's Beam Inc. Retirement Savings Plan account that were cancelled and converted into the right to receive \$83.50 per share pursuant to the Merger Agreement.
- (3) 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.
- (4) 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.
- (5) N/A.
- (6) Pursuant to the transactions contemplated by the Merger Agreement, 2,715 RSUs are being cancelled for no consideration.
- (7) 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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