

Hardie Warren N
Form 4
May 14, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hardie Warren N

2. Issuer Name and Ticker or Trading Symbol
BRUNSWICK CORP [BC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

BRUNSWICK CORPORATION, 1
N FIELD COURT

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & PRES BOWLING & BILLIARDS

(Street)

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

LAKE FOREST, IL 60045

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/12/2010 | | M | 5,000 | A \$ 3.71 | 28,390.258 | D |
| Common Stock | 05/12/2010 | | D | 826 | D \$ 22.48 | 27,564.258 | D |
| Common Stock | 05/12/2010 | | F | 1,229 | D \$ 22.48 | 26,335.258 | D |
| Common Stock | 05/12/2010 | | M | 16,250 | A \$ 5.86 | 42,585.258 | D |
| Common Stock | 05/12/2010 | | D | 4,236 | D \$ 22.48 | 38,349.258 | D |

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Common Stock 05/12/2010 F 3,538 D \$ 22.48 34,811.258 D

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Rights ⁽¹⁾ | \$ 3.71 | 05/12/2010 | | M | 5,000 | ⁽²⁾ 02/09/2019 | Common Stock | 5,000 |
| Stock Appreciation Rights ⁽¹⁾ | \$ 5.86 | 05/12/2010 | | M | 16,250 | ⁽³⁾ 05/12/2019 | Common Stock | 16,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hardie Warren N BRUNSWICK CORPORATION 1 N FIELD COURT LAKE FOREST, IL 60045 | | | VP & PRES BOWLING & BILLIARDS | |

Signatures

By: Power of Attorney For: /s/ Warren Hardie 05/14/2010

**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).

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- (1) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
- (2) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following February 9, 2009.
- (3) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following May 12, 2009.

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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