

Lane Elizabeth R.
Form 4
February 15, 2012

FORM 4

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

OMB APPROVAL

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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 *
Lane Elizabeth R.

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)
SVP-Human Resources

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 (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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, Par Value \$0.01 | 02/13/2012 | | A ⁽¹⁾ | | 14,918 | A | \$ 0 |
| | | | | | | | 77,977 ⁽²⁾ |
| Common Stock, Par Value \$0.01 | 02/13/2012 | | F ⁽³⁾ | | 4,692 | D | \$ 19.32 |
| | | | | | | | 73,285 ⁽²⁾ |
| Common Stock, Par Value \$0.01 | 02/13/2012 | | A ⁽⁴⁾ | | 14,037 | A | \$ 0 |
| | | | | | | | 87,322 ⁽⁵⁾ |

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 2009-2011 performance share awards previously awarded by Fortune Brands, Inc. (n/k/a Beam Inc.).
- (2) Includes 30,900 unvested restricted stock units which were previously reported on Table II of Form 4 on October 6, 2011.
- (3) Reflects the withholding by the issuer of shares having a fair market value equal to the withholding taxes due by the reporting person.
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 a total of 67,751 restricted stock units that have not yet vested; 30,900 of which were previously reported on Table II of Form 4 on October 6, 2011.
- (6) Represents the number shares of the issuer's common stock held through participation in the Fortune Brands Home & Security, Inc. Retirement Savings Plan as of February 14, 2012.

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.