Beam Suntory Inc.
Form 4
May 02, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Shattock Matthew J

(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)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $3.125	04/30/2014		D		79,527 (1)	D	$ 83.5	0	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 35.67	04/30/2014		D			64,130	(2)	09/30/2016	Common Stock	64,130
Employee Stock Option (Right to Buy)	$ 36.25	04/30/2014		D			49,597	(2)	02/27/2017	Common Stock	49,597
Employee Stock Option (Right to Buy)	$ 51.08	04/30/2014		D			50,119	(2)	02/22/2021	Common Stock	50,119
Employee Stock Option (Right to Buy)	$ 44.75	04/30/2014		D			296,110	(2)	10/04/2021	Common Stock	296,11
Employee Stock Option (Right to Buy)	$ 55.43	04/30/2014		D			65,876	(2)	02/21/2022	Common Stock	65,876
Employee Stock Option (Right to Buy)	$ 61.42	04/30/2014		D			68,384	(2)	02/21/2023	Common Stock	68,384
Restricted Stock Units	$ 0	04/30/2014		D			1,650	(3)	(4)	Common Stock	1,650
Restricted Stock	$ 0	04/30/2014		D			18,041	(3)	(4)	Common Stock	18,041

Units								
Restricted Stock Units	$ 0	04/30/2014	D	11,169	(3)	(4)	Common Stock	11,169
Restricted Stock Units	$ 0	04/30/2014	D	26,588	(5)	(4)	Common Stock	26,588
Restricted Stock Units	$ 0	04/30/2014	D	52,146	(6)	(4)	Common Stock	52,146
Restricted Stock Units	$ 0	04/30/2014	D	6,333	(6)	(4)	Common Stock	6,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shattock Matthew J BEAM INC., 510 LAKE COOK ROAD DEERFIELD, IL 60015	X		President & CEO	

Signatures

Leslie W. Jensen, Attorney-in-Fact for Matthew J. Shattock	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").

(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, 26,588 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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