

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 or Section 30(h) of the Investment Company Act of 1940

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 * GRODZKI KEVIN | | | 2. Issuer Name and Ticker or Trading Symbol BRUNSWICK CORP [BC] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ VP & PRES MERCURY MARINE SALES | | |
| (Last) (First) (Middle) BRUNSWICK CORPORATION, 1 N FIELD COURT | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/20/2012 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (Street) LAKE FOREST, IL 60045 | | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | |
| (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 | (A) or (D) | Price | | | |
| Common Stock | 12/20/2012 | | S | | 3,000.00 | D | \$ 28.00 | 38,340.00 | D | |
| Common Stock | 12/20/2012 | | M | | 5,000.00 | A | \$ 17.06 | 43,340.00 | D | |
| Common Stock | 12/20/2012 | | D | | 3,047.00 | D | \$ 28.00 | 40,293.00 | D | |
| Common Stock | 12/20/2012 | | F | | 614.00 | D | \$ 28.00 | 39,679.00 | D | |
| Common Stock | 12/20/2012 | | S | | 1,339.00 | D | \$ 28.00 | 38,340.00 | D | |
| Common Stock | | | | | | | | 2,779.00 | I | By Svgs Plan Trustee |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Settled Stock Appreciation Right (1) | \$ 17.06 | 12/20/2012 | | M | | 5,000.00 | (2) | 02/28/2018 | Common Stock | 5,000.00 | \$ 0 | 51,400.00 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRODZKI KEVIN BRUNSWICK CORPORATION 1 N FIELD COURT LAKE FOREST, IL 60045 | | | VP & PRES MERCURY MARINE SALES | |

Signatures

By: Power of Attorney For: /s/ Kevin Grodzki 12/21/2012
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) 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 grant date.

Remarks:

This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person May 20, 2011, as amended on May 18, 2012.

Beneficial holdings include 46 shares acquired pursuant to dividend reinvestment in 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.