

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

(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) 12/08/2014					
(Street) LAKE FOREST, IL 60045			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(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	12/08/2014		M		20,000.00	A	\$ 11.08	57,804	D	
Common Stock	12/08/2014		D		4,408.00	D	\$ 50.2808	53,396	D	
Common Stock	12/08/2014		S		15,542.00	D	\$ 50.2808 (1)	37,854	D	
Common Stock	12/08/2014		S		300.00	D	\$ 50.54 (2)	37,554	D	
Common Stock	12/08/2014		M		385.00	A	\$ 11.08	37,939	D	
Common Stock	12/08/2014		D		85.00	D	\$ 50.54	37,854	D	
Common Stock	12/08/2014		M		15,000.00	A	\$ 46.12	52,854	D	
Common Stock	12/08/2014		D		13,656.00	D	\$ 50.66	39,198	D	
Common Stock	12/08/2014		S		587.00	D	\$ 50.66	38,611	D	
Common Stock	12/09/2014		M		1,410.00	A	\$ 11.08	40,021	D	
Common Stock	12/09/2014		D		310.00	D	\$ 50.50	39,711	D	
Common Stock	12/09/2014		S		1,100.00	D	\$ 50.50	38,611	D	
Common Stock								2,765	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)				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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Settled Stock Appreciation Right (3)	\$ 11.08	12/08/2014		M				(4)	02/09/2020	Common Stock	20,000	\$ 0	23,000	D	
Stock Settled Stock Appreciation Right (3)	\$ 11.08	12/08/2014		M				(4)	02/09/2020	Common Stock	385	\$ 0	22,615	D	
Stock Settled Stock Appreciation Right (3)	\$ 11.08	12/09/2014		M				(4)	02/09/2020	Common Stock	1,410	\$ 0	21,205	D	
Stock Settled										Common					

Stock Appreciation Right (3)	\$ 46.12	12/08/2014		M		15,000.00	(4)	01/31/2015(5)	Stock	15,000	\$ 0	0	D
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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		12/10/2014
<small>Signature of Reporting Person</small>		<small>Date</small>

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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.90 to \$50.51, inclusive.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.52 to \$50.55, inclusive.
- (3) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
- (4) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following grant date.
- (5) Option would be forfeited if not exercised on or before 1/30/15.

Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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