

Baldock Philip A
Form 4
May 09, 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 *
Baldock Philip A

(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 INC [NYSE: BEAM]

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & President, APSA

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price | | |
| Common Stock, par value \$3.125 | 05/07/2012 | | M ⁽¹⁾ | | 3,970 A \$ 35.6741 | 3,970 | D |
| Common Stock, par value \$3.125 | 05/07/2012 | | M ⁽¹⁾ | | 6,023 A \$ 36.2468 | 9,993 | D |
| Common Stock, par value \$3.125 | 05/07/2012 | | S | | 9,993 D \$ 59.0374 | 0 | D |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 35.6741 | 05/07/2012 | | M ⁽¹⁾ | 3,970 | ⁽³⁾ 09/30/2016 | Common Stock | 3,970 |
| Stock Options (Right to Buy) | \$ 36.2468 | 05/07/2012 | | M ⁽¹⁾ | 6,023 | ⁽⁴⁾ 02/22/2017 | Common Stock | 6,023 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Baldock Philip A BEAM INC. 510 LAKE COOK ROAD DEERFIELD, IL 60015 | | | SVP & President, APSA | |

Signatures

Leslie W. Jensen, Attorney-in-Fact for Philip A. Baldock
05/09/2012

**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) Reflects the exercise of stock options issued under the Issuer's Long Term Incentive Plans.

The price in column 4 is the weighted average selling price of the shares. The shares were sold in multiple transactions at prices ranging

(2) from \$58.60 to \$59.21, inclusive. The Reporting Person undertakes to provide to the SEC, the Issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(3) The options vested as to 3,970 shares on September 30, 2011 and will vest as to the remaining 5,039 shares on September 30, 2012.

(4) The options vested as to 6,023 shares on February 22, 2012 and will vest as to the remaining 6,023 shares on February 22, 2013.

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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