

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-27**  
SEC Accession No. [0001209191-13-013004](#)

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **Altschuler Steven**

CIK: **1458116**

Type: **4** | Act: **34** | File No.: **001-34251** | Film No.: **13659894**

Mailing Address  
MEAD JOHNSON NUTRITION  
COMPANY  
2701 PATRIOT BLVD  
GLENVIEW IL 60026

### ISSUER

#### **Mead Johnson Nutrition Co**

CIK: **1452575** | IRS No.: **800318351** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
SIC: **2000** Food and kindred products

| Mailing Address  | Business Address   |
|--|--|
| 2701 PATRIOT BOULEVARD<br>FOURTH FLOOR<br>GLENVIEW IL 60026-8039 | 2701 PATRIOT BOULEVARD<br>FOURTH FLOOR<br>GLENVIEW IL 60026-8039<br>8478322420 |

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

|   |         |          |   |  |  |   |  |  |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person<br><b>Altschuler Steven</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Mead Johnson Nutrition Co [MJN]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>02/27/2013</b>                 |  |  |   |  |  |
| 2701 PATRIOT BLVD   |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                  |  |  | 6. Individual or Joint/Group Filing<br>(Check applicable line)<br><input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person   |  |  |
| (Street)<br><b>GLENVIEW, IL 60026</b>                               |         |          |   |  |  |   |  |  |
| (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                    | 03/02/2013                           |  | <u>M</u>                       |   | 1,789   | A          | \$ 0  | 8,719.3848  | D  |   |

**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 Securities Underlying Derivative Security (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 |
| Restricted Stock Unit (RSU)                | (1)  | 02/27/2013                           |  | <u>A</u>                       |   | 1,876   |     | 02/27/2014   | 02/27/2014      | Common Stock  | 1,876                                      | (2)  | 1,876  | D  |       |
| Restricted Stock Unit (RSU)                | (3)  | 03/02/2013                           |  | <u>M</u>                       |   | 1,789   |     | 03/02/2013   | 03/02/2013      | Common Stock  | 1,789                                      | (2)  | 0  | D  |       |

**Explanation of Responses:**

1. Each restricted stock unit represents the contingent right to receive one share of common stock.

2. The restricted stock units were granted to the reporting person, and were not sold to the reporting person. As such, the reporting person did not pay any consideration for the restricted stock units.
3. Each restricted stock unit represents the contingent right to receive one share of common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.

**Signatures**

/s/ Erin R. McQuade, Attorney in Fact

\*\* Signature of Reporting Person

03/04/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**

POWER OF ATTORNEY

I, Steven M. Altschuler, M.D., Director of Mead Johnson Nutrition Company, a corporation duly organized and existing under the laws of the State of Delaware, in the United States of America, and having its principal place of business at 2701 Patriot Boulevard, Fourth Floor, Glenview, Illinois 60026-8039, do hereby constitute and appoint each of William C. P'Pool, Eryk J. Spytek and Erin R. McQuade, individually, as my lawful attorney-in-fact and in my name, place and stead to execute and deliver any and all documents relating to insider reporting requirements under Section 16 of the Securities Exchange Act of 1934, including, without limitation, the execution and filing of all Forms ID, 3, 4 and 5, and to take such other action, as such attorney considers necessary or appropriate, to effectuate such transactions until such time as I am no longer a Director of Mead Johnson Nutrition Company.

IN WITNESS WHEREOF, I have executed this Power of Attorney on this 6th day of December, 2012.

/s/ Steven M. Altschuler  
Steven M. Altschuler, M.D.