

# 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**  
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### REPORTING OWNER

#### **P'Pool William**

CIK: **1455752**

Type: **4** | Act: **34** | File No.: **001-34251** | Film No.: **13660146**

Mailing Address  
2400 WEST LLOYD  
EXPRESSWAY  
EVANSVILLE IL 47721

### ISSUER

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

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

Mailing Address  
2701 PATRIOT BOULEVARD  
FOURTH FLOOR  
GLENVIEW IL 60026-8039

Business Address  
2701 PATRIOT BOULEVARD  
FOURTH FLOOR  
GLENVIEW IL 60026-8039  
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	
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### 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 <b>P'Pool William</b>			2. Issuer Name and Ticker or Trading Symbol <b>Mead Johnson Nutrition Co [MJN]</b>		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) <b>Sr.VP, Gen Counsel &amp; Secretary</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/27/2013</b>			
2701 PATRIOT BLVD						
(Street)			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 ____ Form Filed by More than One Reporting Person	
GLENVIEW, IL 60026						
(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	02/27/2013		M		9,014	A	\$ 0	42,539	D	
Common Stock	02/27/2013		F		2,918 <sup>(1)</sup>	D	\$74.65	39,621	D	
Common Stock								20,582	I	By MJN 401(k)

**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
Performance Shares	(2)	02/27/2013		A		1,923		02/27/2013	02/27/2013	Common Stock	1,923	(3)	9,014.064 <sup>(4)</sup>	D	
Performance Shares	(5)	02/27/2013		M		9,014.064		02/27/2013	02/27/2013	Common Stock	9,014.064	(3)	0	D	
Performance Shares	(6)	02/27/2013		A		1,675		(7)	(7)	Common Stock	1,675	(3)	5,396.3 <sup>(8)</sup>	D	
Performance Shares	(9)	02/27/2013		A		1,303		(10)	(10)	Common Stock	1,303	(3)	1,303	D	
Stock Option (Right to Buy)	\$74.65	02/27/2013		A		14,482		(11)	02/27/2023	Common Stock	14,482	(3)	14,482	D	
Restricted Stock Unit (RSU)	(12)	02/27/2013		A		2,837		02/27/2017	02/27/2017	Common Stock	2,837	(3)	2,837	D	

**Explanation of Responses:**

1. Represents shares of common stock withheld for payment of taxes upon the vesting of performance shares.
2. Represents the current tranche of performance shares earned under the 2010 - 2012 performance share award as of February 27, 2013, at which date the Compensation and Management Development Committee certified the extent to which 2012 performance criteria were achieved. Each earned performance share represents the contingent right to receive one share of common stock.
3. The derivative securities 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 derivative securities.
4. In previous Section 16 filings made by the reporting person with regard to performance shares, the number reported in the column titled "Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)" represented the aggregate of all performance shares earned by the reporting person under all performance awards, notwithstanding the fact that each award has unique terms. For ease of reference and transparency, on a go-forward basis, the reporting person will list in this column only the number of performance shares earned under the relevant performance share award. For transitional purposes, the following delineates performance shares earned by the reporting person under only the 2010-2012 performance share award: 1. 2,822.364 performance shares earned for the 2010 period; 2. 4,268.7 performance shares earned for the 2011 period; 3. 1,923 performance shares earned for the 2012 period.
5. Each performance share represents the contingent right to receive one share of common stock. This transaction represents the settlement of vested performance shares in shares of common stock.
6. Represents the current tranche of performance shares earned under the 2011 - 2013 performance share award as of February 27, 2013, at which date the Compensation and Management Development Committee certified the extent to which 2012 performance criteria were achieved. Each earned performance share represents the contingent right to receive one share of common stock.
7. Each performance share will convert into one share of common stock upon vesting and settlement in the first quarter of 2014.
8. In previous Section 16 filings made by the reporting person with regard to performance shares, the number reported in the column titled "Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)" represented the aggregate of all performance shares earned by the reporting person under all performance awards, notwithstanding the fact that each award has unique terms. For ease of reference and transparency, on a go-forward basis, the reporting person will list in this column only the number of performance shares earned under the relevant performance share award. For transitional purposes, the following delineates performance shares earned by the reporting person under only the 2011-2013 performance share award: 1. 3,721.3 performance shares earned for the 2011 period; 2. 1,675 performance shares earned for the 2012 period.
9. Represents the current tranche of performance shares earned under the 2012 - 2014 performance share award as of February 27, 2013, at which date the Compensation and Management Development Committee certified the extent to which 2012 performance criteria were achieved. Each earned performance share represents the contingent right to receive one share of common stock.
10. Each performance share will convert into one share of common stock upon vesting and settlement in the first quarter of 2015.
11. One-third of the stock option will vest on each of the first, second and third anniversaries of the grant date.
12. Each restricted stock unit represents the contingent right to receive one share of common stock.

**Signatures**

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.

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