

FORTUNE BRANDS INC
Form 4
September 19, 2005

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, 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 *
HAYS THOMAS C

(Last) (First) (Middle)

FORTUNE BRANDS, INC., 300
TOWER PARKWAY

(Street)

LINCOLNSHIRE, IL 60069

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FORTUNE BRANDS INC [FO]

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

07/11/2005

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, Par Value \$3.125	07/11/2005		G ⁽¹⁾	V 2,650 D \$ 93.76	49,402	I	By trusts for the benefit of Mr. Hays and his spouse.
Common Stock, Par Value \$3.125					9,907	I	By trusts for the benefit of various family members.
Common Stock, Par Value \$3.125					4,070 ⁽²⁾	I	By Fortune Brands

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Value
\$3.125

Retirement
Savings
Plan Trust.

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

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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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 36.86 <u>(3)</u>					02/23/1999	02/23/2008	Common	34,636 <u>(3)</u>
Options (Right to Buy)	\$ 33.17 <u>(3)</u>					11/16/1999	11/16/2008	Common	183,680 <u>(3)</u>
Options (Right to Buy)	\$ 26.26 <u>(4)</u>					04/25/2001	04/25/2010	Common	2,624 <u>(4)</u>
Options (Right to Buy)	\$ 30.21 <u>(4)</u>					04/24/2002	04/24/2011	Common	2,624 <u>(4)</u>
Options (Right to Buy)	\$ 50.11 <u>(4)</u>					04/30/2003	04/30/2012	Common	2,624 <u>(4)</u>
Options (Right to Buy)	\$ 46.23 <u>(4)</u>					03/29/2004	04/29/2013	Common	2,624 <u>(4)</u>
Options (Right to Buy)	\$ 74.17 <u>(4)</u>					03/27/2005	04/27/2014	Common	2,624 <u>(4)</u>

Options (Right to Buy) \$ 82.03
(4)

03/26/2006 04/26/2015 Common 2,624 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYS THOMAS C FORTUNE BRANDS, INC. 300 TOWER PARKWAY LINCOLNSHIRE, IL 60069		X		

Signatures

Mark A. Roche, Attorney-in-Fact for Thomas C. Hays 09/19/2005

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 gift of stock to charitable organizations.
- (2) The number of shares reported as held by the Fortune Brands, Inc. Retirement Savings Plan Trust represents the undersigned's proportional beneficial interest in the common stock held in the Trust as of August 17, 2005.
- (3) In connection with the spin-off of ACCO World Corporation (now known as ACCO Brands Corporation) on August 16, 2005, anti-dilution adjustments were made to the outstanding options to preserve their pre-transaction values. Accordingly, the exercise price and the number of options granted under the issuer's 1990 Long-Term Incentive Plan were adjusted.
- (4) In connection with the spin-off of ACCO World Corporation (now know as ACCO Brands Corporation) on August 16, 2005, anti-dilution adjustments were made to the outstanding options to preserve their pre-transaction values. Accordingly, the exercise price and the number of options granted under the issuer's 1997 and 2002 Non-Employee Director Stock Option Plans were adjusted.

Remarks:

On July 11, 2005, Mr. Hays caused a revocable trust for which he shares voting and investment power to make gifts totaling 2

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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