#### FORTUNE BRANDS INC

Form 4

February 16, 2006

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

Person

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KLEIN CHRISTOPHER J Issuer Symbol FORTUNE BRANDS INC [FO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 520 LAKE COOK ROAD 02/13/2006 below) Sr. VP-Strategy & Corp. Dev. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### DEERFIELD, IL 60015

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$3.125	02/13/2006		Code V $A_{\underline{(1)}}$	Amount 16,624	(D)	Price \$ 66.75	(Instr. 3 and 4) 25,897	D	
Common Stock, Par Value \$3.125	02/13/2006		F(2)	6,559	D	\$ 66.75	19,338	D	
Common Stock, Par Value \$3.125	02/13/2006		D(3)	8,065	D	\$ 66.75	11,273	D	

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration Da	ate	Amou	int of	Derivative	
	Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Under	rlying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) 1	Derivative	•		Secur	ities	(Instr. 5)	
		Derivative					Securities			(Instr.	3 and 4)		
		Security				1	Acquired						
		-				(	(A) or						
						]	Disposed						
						(	of (D)						
						(	(Instr. 3,						
						4	4, and 5)						
											Amount		
								Date	Expiration	m: d	or		
								Exercisable Date	•	Title	Number		
				G 1		(A) (B)				of			
					Code	V (	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KLEIN CHRISTOPHER J 520 LAKE COOK ROAD DEERFIELD, IL 60015

Sr. VP-Strategy & Corp. Dev.

## **Signatures**

Mark A. Roche, Attorney-in-Fact for Christopher J. Wlein 02/16/2006

\*\*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 grant of a performance award to the undersigned under the issuer's Long-Term Incentive Plans in a transaction exempt under Rule 16b-3(d).
- (2) Reflects the withholding by the issuer of shares awarded to the undersigned having a fair market value equal to the withholding taxes payable by the undersigned at the time the award vested, such transaction being exempt under Rule 16b-3(e).
- Under the terms of the issuer's Long-Term Incentive Plans, the undersigned elected to recive a portion of his award in cash and for reporting purposes is deemed to have transferred back to the issuer shares of the issuer's common stock in a transaction exempt under Rule 16b-3(e).

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#### **Remarks:**

Mr. Klein earned a performance award equivalent to 16,624 shares of the issuer's common stock for the performance period 20 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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