

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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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 *
ROCHE MARK A

(Last) (First) (Middle)

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)
08/16/2005

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)
Sr VP General Counsel Secy

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock, Par Value \$3.125 | | | | | 43,575 | D | |
| Common Stock, Par Value \$3.125 | | | | | 5,504 ⁽¹⁾ | I | By Fortune Brands Retirement Savings Plan Trust |

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)

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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options (Right to Buy) | \$ 25.02 (2) | | | | | 11/27/1996 | 11/27/2005 | Common | 3,883 (2) |
| Options (Right to Buy) | \$ 28.87 (2) | | | | | 11/18/1997 | 11/18/2006 | Common | 3,376 (2) |
| Options (Right to Buy) | \$ 33.94 (2) | | | | | 11/17/1998 | 11/17/2007 | Common | 2,938 (2) |
| Options (Right to Buy) | \$ 33.17 (2) | | | | | 11/16/1999 | 11/16/2008 | Common | 2,938 (2) |
| Options (Right to Buy) | \$ 32.58 (2) | | | | | 11/15/2000 | 11/15/2009 | Common | 39,359 (2) |
| Options (Right to Buy) | \$ 23.35 (2) | | | | | 09/26/2001 | 09/26/2010 | Common | 3,936 (2) |
| Options (Right to Buy) | \$ 30.54 (2) | | | | | 09/24/2002 | 09/24/2011 | Common | 62,975 (2) |
| Options (Right to Buy) | \$ 46.78 (2) | | | | | 09/23/2003 | 09/23/2012 | Common | 62,975 (2) |
| Options | \$ 54.75 | | | | | 09/29/2004 | 09/29/2013 | Common | 62,975 |

| | | | | | |
|------------------------|----------|--|------------|------------|---------------|
| (Right to Buy) | (2) | | | | (2) |
| Options (Right to Buy) | \$ 68.89 | | 09/28/2005 | 09/28/2014 | Common 62,975 |
| | (2) | | | | (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROCHE MARK A 300 TOWER PARKWAY LINCOLNSHIRE, IL 60069 | | | Sr VP General Counsel Secy | |

Signatures

| | |
|--|------------|
| Angela M. Pla, Attorney-in-Fact for Mark A. Roche | 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) 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.
- (2) 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 number of options granted under the issuer's 1990, 1999 and 2003 Long-Term Incentive Plans were adjusted.

Remarks:

On August 16, 2005, the issuer spun-off ACCO World Corporation (now known as ACCO Brands Corporation), its office pro
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.