

FORTUNE BRANDS INC

Form 4

December 06, 2004

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 *
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)
12/02/2004

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$3.125 ⁽¹⁾ | 12/02/2004 | | M ⁽²⁾ | | 5,300 | A | \$ 38.69 |
| | | | | | 5,300 ⁽¹⁾ | D | |
| Common Stock, Par Value \$3.125 ⁽¹⁾ | 12/02/2004 | | S | | 5,300 | D | \$ 78.30 |
| | | | | | 0 | D | |
| Common Stock, Par Value \$3.125 ⁽¹⁾ | 12/03/2004 | | M ⁽²⁾ | | 21,700 | A | \$ 38.69 |
| | | | | | 21,700 ⁽¹⁾ | D | |

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| | | | | | | | | | |
|---|------------|---|--------|---|-------|---|-------------------------------------|---|--|
| Common Stock, Par Value \$3.125 ⁽¹⁾ | 12/03/2004 | S | 21,700 | D | \$ 78 | 0 | | D | |
| Common Stock, Par Value \$3.125 ⁽¹⁾ | | | | | | | 52,352 ⁽¹⁾ | I | By trusts held for the benefit of Mr. Hays and his spouse. |
| Common Stock, Par Value \$3.125 ⁽¹⁾ | | | | | | | 9,907 ⁽¹⁾ | I | By trusts held for the benefit of various family members. |
| Common Stock, Par Value \$3.125 ⁽¹⁾ | | | | | | | 4,063 ⁽¹⁾ ⁽³⁾ | I | By Fortune Brands, Inc. 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.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options (Right to Buy) | \$ 38.69 | 12/02/2004 | | M ⁽²⁾ | 5,300 ⁽¹⁾ | 02/23/1999 02/23/2008 | Common Stock 5,300 ⁽¹⁾ |
| Options (Right to Buy) | \$ 38.69 | 12/03/2004 | | M ⁽²⁾ | 21,700 ⁽¹⁾ | 02/23/1999 02/23/2008 | Common Stock 21,700 ⁽¹⁾ |

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

Russell W. Hahn, Attorney-in-Fact for Thomas C. Hays
Date: 12/06/2004

__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) Attached to each share of common stock is one Preferred Share Purchase Right that is not presently transferable from the common stock.
 - (2) Reflects the exercise of options granted under the issuer's Long-Term Incentive Plans.
 - (3) 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 December 2, 2004.

Remarks:

On December 2, 2004 and December 3, 2004, Mr. Hays performed cashless exercises of options granted issued to him under the issuer's Long-Term Incentive Plans.

On December 3, 2004, Mr. Hays purchased and subsequently sold 21,700 shares of the issuer's common stock. After these transactions, Mr. Hays indirectly owns 52,352 shares of the issuer's common stock through the revocable trust described above. In addition, Mr. Hays has an indirect beneficial ownership of 9,907 shares held in various trusts for the benefit of family members; however, he disclaims beneficial ownership of these shares. Mr. Hays also owns options to purchase 260,500 shares of the issuer's common stock and holds 4,000 shares of common stock through his participation in the Fortune Brands Retirement Savings Plan.

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.