

FORTUNE BRANDS INC

Form 4

December 06, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$3.125 <sup>(1)</sup>	12/02/2004		M <sup>(2)</sup>		5,300	A	\$ 38.69
					5,300 <sup>(1)</sup>	D	
Common Stock, Par Value \$3.125 <sup>(1)</sup>	12/02/2004		S		5,300	D	\$ 78.3 0
Common Stock, Par Value \$3.125 <sup>(1)</sup>	12/03/2004		M <sup>(2)</sup>		21,700	A	\$ 38.69
					21,700 <sup>(1)</sup>	D	

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Common  
Stock, Par  
Value 12/03/2004 S 21,700 D \$ 78 0 D  
\$3.125 <sup>(1)</sup>

Common  
Stock, Par  
Value 52,352 <sup>(1)</sup> I  
\$3.125 <sup>(1)</sup>

By trusts  
held for the  
benefit of  
Mr. Hays  
and his  
spouse.

Common  
Stock, Par  
Value 9,907 <sup>(1)</sup> I  
\$3.125 <sup>(1)</sup>

By trusts  
held for the  
benefit of  
various  
family  
members.

Common  
Stock, Par  
Value 4,063 <sup>(1)</sup> <sup>(3)</sup> I  
\$3.125 <sup>(1)</sup>

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.**

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

## 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

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

On December 3, 2004, Mr. Hays purchased and subsequently sold 21,700 shares of the issuer's common stock. After these transactions

indirectly owns 52,352 shares of the issuer's common stock through the revocable trust described above. In addition, Mr. Hays

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

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.

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