

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

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(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)  
**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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Sr. VP, General Counsel, Secy.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)                   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock, Par<br>Value<br>\$3.125 <sup>(1)</sup> | 12/02/2004                              |   | M <sup>(2)</sup>                     | 30,833 A  | \$ 24.5 74,408 <sup>(1)</sup>  | D   |   |
| Common<br>Stock, Par<br>Value<br>\$3.125 <sup>(1)</sup> | 12/02/2004                              |   | S                                    | 30,833 D  | \$ 78.23 43,575 <sup>(1)</sup>   | D   |   |
| Common<br>Stock, Par<br>Value<br>\$3.125 <sup>(1)</sup> |   |   |                                      |   | 5,493 <sup>(1)</sup> <sup>(3)</sup>  | I   | By Fortune<br>Brands, Inc.<br>Retirement<br>Savings               |

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SEC 1474  
(9-02)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|---|---|---|---|--|--|----------------|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V  | (A)  | (D)            | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Options<br>(Right to<br>Buy)                        | \$ 24.5   | 12/02/2004                              |   | M <sup>(2)</sup>                        |  | 30,833   | <sup>(1)</sup> | 09/26/2001  | 09/26/2010         | Common<br>Stock | 30,833<br><sup>(1)</sup>            |

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

Russell W. Hahn, Attorney-in-Fact for Mark A. Roche 12/03/2004

Date \_\_\_\_\_

\* 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, Mr. Roche performed a cashless exercise of options issued under the issuer's Long-Term Incentive Plan.

Specifically, he purchased and then subsequently sold 30,833 shares of the issuer's common stock. After this transaction, he d

owned 43,575 shares of the issuer's common stock and options to purchase 293,767 shares. Mr. Roche also indirectly

owns 5,493 shares under 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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