

HAYS THOMAS C  
Form 5  
February 10, 2006

# FORM 5

## 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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

### ANNUAL 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  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
HAYS THOMAS C

(Last) (First) (Middle)

FORTUNE BRANDS, INC., 520  
LAKE COOK ROAD

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
FORTUNE BRANDS INC [FO]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2005

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)

6. Individual or Joint/Group Reporting

(check applicable line)

DEERFIELD, IL 60015

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par Value \$3.125	08/01/2005	Â	W <sup>(1)</sup>	800 D \$ <sup>(1)</sup>	9,107	I	By trusts for the benefit of various family members.
Common Stock, Par Value \$3.125	Â	Â	Â	Â Â Â	48,152 <sup>(2)</sup>	I	By Grantor Retained Annuity Trusts for

the benefit  
of Mr. Hays  
and his  
spouse.

Common  
Stock, Par  
Value  
\$3.125

Â                      Â                      Â                      Â                      Â                      Â                      1,250 <sup>(2)</sup>                      I

By trust for  
the benefit  
of Mr. Hays.

Common  
Stock, Par  
Value  
\$3.125

Â                      Â                      Â                      Â                      Â                      Â                      4,114 <sup>(3)</sup>                      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.**

SEC 2270  
(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 of Derivative Security (Instr. 5)	9. of D S B O E I F (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYS THOMAS C FORTUNE BRANDS, INC. 520 LAKE COOK ROAD DEERFIELD, IL 60015	Â X	Â	Â	Â

## Signatures

Angela M. Pla, Attorney-in-Fact for Mr. Thomas C.  
Hays

02/10/2006

\_\_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) On August 1, 2005, a trust for which Mr. Hays acted as the trustee and had voting and investment power terminated as a result of the death of Mr. Hays' father. The termination of the trust resulted in 800 shares of the issuer's common stock being distributed to the beneficiaries of the trust, which are Mr. Hays' adult children.
- (2) On December 23, 2005, 48,152 shares of the issuer's common stock, indirectly held by Mr. Hays, were transferred from trusts for the benefit of Mr. Hays and his spouse to two grantor retained annuity trusts for the benefit of Mr. Hays and his spouse. As a result, Mr. Hays indirectly owns 48,152 shares of the issuer's common stock through the grantor retained annuity trusts and 1,250 shares of the issuer's common stock through a separate trust.
- (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 February 8, 2006.

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### Remarks:

Mr.Â HaysÂ indirectlyÂ ownsÂ 48,152Â sharesÂ ofÂ theÂ issuer'sÂ commonÂ stockÂ throughÂ grantorÂ retainedÂ annuit

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.