

ROCHE MARK A  
Form 4  
February 24, 2011

**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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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROCHE MARK A**

(Last) (First) (Middle)

**520 LAKE COOK ROAD**

(Street)

**DEERFIELD, IL 60015**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/22/2011**

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) 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)
Common Stock, Par Value \$3.125			Code V	Amount (D) Price	74,062	D	

Common  
Stock, Par  
Value  
\$3.125

16,126 <sup>(1)</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.

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)	\$ 61.54	02/22/2011		A <sup>(2)</sup>		29,800		02/22/2012	02/22/2021	Common Stock	29,800
Restricted Stock Units	<sup>(3)</sup>	02/22/2011		A <sup>(4)</sup>		10,900		<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	10,900

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE MARK A 520 LAKE COOK ROAD DEERFIELD, IL 60015			Sr. VP General Counsel & Secy	

02/24/2011

          \*\*Signature of Reporting Person

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) 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 22, 2011.
- (2) Reflects the grant of options under the issuer's Long-Term Incentive Plans. The options vest in three equal annual installments beginning February 22, 2012.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.

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- (4) Reflects the grant of restricted stock unit awards payable in shares of the Company's common stock under the issuer's Long-Term Incentive Plans.
- Full payment of the award will be made in the form of shares in 2014 if Mr. Roche (a) remains employed with the Company through
- (5) January 31, 2014 and certain performance goals are met and (b) complies with a non-compete in the event of retirement. Full payment of the award may be made earlier in the event of death or disability prior to January 13, 2014.

### Remarks:

On February 22, 2011, Mr. Roche received a grant of options to purchase 29,800 of the issuer's common stock and a grant of 1

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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