

FORTUNE BRANDS INC

Form 5

February 14, 2011

**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 \*  
Pershing Square Capital  
Management, L.P.

(Last) (First) (Middle)

888 SEVENTH AVENUE, 42ND  
FLOOR

(Street)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2010

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10019

(City) (State) (Zip)

\_\_\_\_ Form Filed by One Reporting Person  
\_\_X\_\_ 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)  (A) or Amount (D) Price	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)
---------------------------------------	---	---	--------------------------------------	---	--	--	---

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---	--	---	---	--------------------------------------	-------------------------------	--	---

## Derivative Security

Securities  
Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

(A) (D)

Date  
ExercisableExpiration  
Date

Title

Amount or  
Number of  
Shares

Total Return Swap	\$ 55.39	10/13/2010	Â	J/K4 <u>(6)</u>	1	Â	Â <u>(6)</u>	10/09/2012	Common Stock	345,641
-------------------------	----------	------------	---	-----------------	---	---	--------------	------------	-----------------	---------

Total Return Swap	\$ 54.14	11/10/2010	Â	J/K4 <sup>(7)</sup>	1	Â	Â <sup>(7)</sup>	11/13/2012	Common Stock	1,160,000
-------------------------	----------	------------	---	---------------------	---	---	------------------	------------	-----------------	-----------

**Reporting Owner Name / Address**

## Relationships

Director 10% Owner Officer Other

Pershing Square Capital Management, L.P.  
888 SEVENTH AVENUE, 42ND FLOOR  
NEW YORK, NY 10019

 $\hat{A}$  $\hat{A} X$  $\hat{A}$  $\hat{A}$ 

PS Management GP, LLC  
888 SEVENTH AVENUE, 42ND FLOOR  
NEW YORK, NY 10019

 $\hat{A}$  $\hat{A} X$  $\hat{A}$  $\hat{A}$ 

Pershing Square GP, LLC  
888 SEVENTH AVENUE, 42ND FLOOR  
NEW YORK, NY 10019

 $\hat{A}$  $\hat{A}$  $\hat{A}$ 

See Remarks

ACKMAN WILLIAM A  
888 SEVENTH AVENUE, 42ND FLOOR  
NEW YORK.Â NYÂ 10019

 $\hat{A}$  $\hat{A} X$  $\hat{A}$  $\hat{A}$ 

Pershing Square Capital Management, L.P., By: PS Management GP, LLC, its General Partner,  
By: /s/ William A. Ackman, Managing Member

02/14/2011

Signature of Reporting Person

Date \_\_\_\_\_

PS Management GP, LLC, By: /s/ William A. Ackman, Managing Member

02/14/2011

     \*\*Signature of Reporting Person

Date \_\_\_\_\_

Pershing Square GP, LLC, By: /s/ William A. Ackman, Managing Member

02/14/2011

Signature of Reporting Person

Date \_\_\_\_\_

/s/ William A. Ackman

02/14/2011

\_\_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).

In addition to Pershing Square Capital Management, L.P., a Delaware limited partnership ("Pershing Square Capital"), this Form 5 is being filed jointly by PS Management GP, LLC, a Delaware limited liability company ("PS Management"), Pershing Square GP, LLC, a

- (1) Delaware limited liability company ("Pershing Square GP"), and William A. Ackman, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Pershing Square Capital and may be deemed to have a pecuniary interest in securities owned by it.

Pershing Square Capital advises the accounts of Pershing Square, L.P., a Delaware limited partnership ("PS"), Pershing Square II, L.P., a

- (2) Delaware limited partnership ("PS II"), and Pershing Square International, Ltd., a Cayman Islands exempted company ("Pershing Square International" together with PS and PS II, the "Pershing Square Funds").

Pershing Square Capital, as the investment adviser to the Pershing Square Funds, may be deemed to be the beneficial owner of the securities set forth on Table II hereof (the "Subject Securities") for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934. As the general partner of Pershing Square Capital, PS Management may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). As the general partner of PS and PS II, Pershing Square GP may be deemed to be the beneficial owner of the shares of Subject Securities owned by PS and PS II for purposes of Rule 16a-1(a). By virtue of William A. Ackman's position as Chief Executive Officer of Pershing Square Capital and managing member of each of PS Management and Pershing Square GP, William A. Ackman may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a).

- (4) Each of the Reporting Persons disclaims any beneficial ownership of any of the securities listed in this Form 5, except to the extent of any pecuniary interest therein.

The total return swaps set forth on Table II do not give any of the Pershing Square Funds or the Reporting Persons direct or indirect

- (5) voting, investment or dispositive control over any securities of the issuer and do not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the issuer.

Under the terms of the cash-settled total return swap (i) Pershing Square International will be obligated to pay to the counterparty any negative price performance of the 345,641 notional shares of Common Stock subject to the swap as of the expiration date of such swap,

- (6) plus interest at the rates set forth in the applicable contract, and (ii) the counterparty will be obligated to pay to Pershing Square International any positive price performance of the 345,641 notional number of shares of Common Stock subject to the swap as of the expiration date of the swap. Any dividends received by the counterparty on such notional shares of Common Stock during the term of the swap will be paid to Pershing Square International. All balances will be cash settled at the expiration date of the swap.

Under the terms of the cash-settled total return swap (i) Pershing Square International will be obligated to pay to the counterparty any negative price performance of the 1,160,000 notional shares of Common Stock subject to the swap as of the expiration date of such swap,

- (7) plus interest at the rates set forth in the applicable contract, and (ii) the counterparty will be obligated to pay to Pershing Square International any positive price performance of the 1,160,000 notional number of shares of Common Stock subject to the swap as of the expiration date of the swap. Any dividends received by the counterparty on such notional shares of Common Stock during the term of the swap will be paid to Pershing Square International. All balances will be cash settled at the expiration date of the swap.

Â

### Remarks:

Pershing Square GP, LLC is an affiliate of the other Reporting Persons.

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.