

FORTUNE BRANDS INC

Form 4

December 06, 2004

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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## 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

(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)
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	D	
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	By trusts held for the benefit of Mr. Hays and his spouse.
\$3.125 <sup>(1)</sup>								
Common Stock, Par Value						9,907 <sup>(1)</sup>	I	By trusts held for the benefit of various family members.
\$3.125 <sup>(1)</sup>								
Common Stock, Par Value						4,063 <sup>(1)</sup> <sup>(3)</sup>	I	By Fortune Brands, Inc. Retirement Savings Plan Trust.
\$3.125 <sup>(1)</sup>								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 <sup>(1)</sup>	02/23/1999 02/23/2008	Common Stock 5,300 <sup>(1)</sup>
Options (Right to Buy)	\$ 38.69	12/03/2004		M <sup>(2)</sup>	21,700 <sup>(1)</sup>	02/23/1999 02/23/2008	Common Stock 21,700 <sup>(1)</sup>

## 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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