

FORTUNE BRANDS INC

Form 4

September 19, 2005

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(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)  
07/11/2005

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock, Par Value \$3.125 | 07/11/2005                           |  | G <sup>(1)</sup>               | V 2,650 D \$ 93.76  | 49,402  | I  | By trusts for the benefit of Mr. Hays and his spouse. |
| Common Stock, Par Value \$3.125 |                                      |  |                                |   | 9,907   | I  | By trusts for the benefit of various family members.  |
| Common Stock, Par Value \$3.125 |                                      |  |                                |   | 4,070 <sup>(2)</sup>  | I  | By Fortune Brands                                     |

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Value  
\$3.125

Retirement  
Savings  
Plan Trust.

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

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(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. P Der Sec (Ins |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title             | Amount or Number of Shares |
| Options (Right to Buy)                     | \$ 36.86<br><u>(3)</u>                                 |                                      |  |                                |   | 02/23/1999   | 02/23/2008  | Common            | 34,636<br><u>(3)</u>       |
| Options (Right to Buy)                     | \$ 33.17<br><u>(3)</u>                                 |                                      |  |                                |   | 11/16/1999   | 11/16/2008  | Common            | 183,680<br><u>(3)</u>      |
| Options (Right to Buy)                     | \$ 26.26<br><u>(4)</u>                                 |                                      |  |                                |   | 04/25/2001   | 04/25/2010  | Common            | 2,624 <u>(4)</u>           |
| Options (Right to Buy)                     | \$ 30.21<br><u>(4)</u>                                 |                                      |  |                                |   | 04/24/2002   | 04/24/2011  | Common            | 2,624 <u>(4)</u>           |
| Options (Right to Buy)                     | \$ 50.11<br><u>(4)</u>                                 |                                      |  |                                |   | 04/30/2003   | 04/30/2012  | Common            | 2,624 <u>(4)</u>           |
| Options (Right to Buy)                     | \$ 46.23<br><u>(4)</u>                                 |                                      |  |                                |   | 03/29/2004   | 04/29/2013  | Common            | 2,624 <u>(4)</u>           |
| Options (Right to Buy)                     | \$ 74.17<br><u>(4)</u>                                 |                                      |  |                                |   | 03/27/2005   | 04/27/2014  | Common            | 2,624 <u>(4)</u>           |

Options (Right to Buy) \$ 82.03  
(4)

03/26/2006 04/26/2015 Common 2,624 (4)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HAYS THOMAS C<br>FORTUNE BRANDS, INC.<br>300 TOWER PARKWAY<br>LINCOLNSHIRE, IL 60069 |               | X         |         |       |

## Signatures

Mark A. Roche, Attorney-in-Fact for Thomas C. Hays 09/19/2005

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) Reflects the gift of stock to charitable organizations.
- (2) 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 August 17, 2005.
- (3) In connection with the spin-off of ACCO World Corporation (now known as ACCO Brands Corporation) on August 16, 2005, anti-dilution adjustments were made to the outstanding options to preserve their pre-transaction values. Accordingly, the exercise price and the number of options granted under the issuer's 1990 Long-Term Incentive Plan were adjusted.
- (4) In connection with the spin-off of ACCO World Corporation (now know as ACCO Brands Corporation) on August 16, 2005, anti-dilution adjustments were made to the outstanding options to preserve their pre-transaction values. Accordingly, the exercise price and the number of options granted under the issuer's 1997 and 2002 Non-Employee Director Stock Option Plans were adjusted.

### Remarks:

On July 11, 2005, Mr. Hays caused a revocable trust for which he shares voting and investment power to make gifts totaling 2

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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