

FORTUNE BRANDS INC
Form 4
March 14, 2006

FORM 4

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

OMB APPROVAL

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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., 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)
03/10/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, Par Value \$3.125 | 03/10/2006 | | J ⁽¹⁾ | 139 D \$ 78.86 | 3,992 ⁽²⁾ | I | By Fortune Brands Retirement Savings Plan Trust. |
| Common Stock, Par Value \$3.125 | | | | | 48,152 | I | By Grantor Retained Annuity Trusts for the benefit of Mr. Hays and his |

| | | | |
|--|-------|---|--|
| Common Stock, Par Value \$3.125 | 1,250 | I | spouse. By trust for the benefit of Mr. Hays. |
| Common Stock, Par Value \$3.125 | 9,107 | I | By trusts for the benefit of various family members. |

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.

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (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 | X | | | |

Signatures

Angela M. Pla, Attorney-in-Fact for Mr. Thomas C.
Hays 03/14/2006

__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) Reflects a mandatory distribution under IRS rules under the trust for the Fortune Brands Retirement Savings Plan.
- (2) The number of shares reported as held by the Fortune Brands Retirement Savings Plan Trust represents the undersigned's proportional beneficial interest in the common stock held in the Trust as of March 13, 2006.

Remarks:

On March 10, 2006, the trustee of the Fortune Brands Retirement Savings Plan made a mandatory distribution of the value of

This distribution was made pursuant to IRS rules which requires mandatory distribution to participants due to attaining the age

Mr. Hays indirectly owns 48,152 shares of the issuer's common stock through grantor retained annuity trusts and 1,250 shares

Mr. Hays also owns options to purchase 234,060 shares of the issuer's common stock and indirectly owns 3,992 shares of the i

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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