

FORTUNE BRANDS INC

Form 4

September 19, 2005

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

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(Print or Type Responses)

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

(Last) (First) (Middle)

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)
08/16/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Sr VP General Counsel Secy

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	43,575	D	
Common Stock, Par Value \$3.125				5,504 ⁽¹⁾	I		By Fortune Brands 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. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
Options (Right to Buy)	\$ 25.02 (2)					11/27/1996	11/27/2005	Common 3,883 (2)
Options (Right to Buy)	\$ 28.87 (2)					11/18/1997	11/18/2006	Common 3,376 (2)
Options (Right to Buy)	\$ 33.94 (2)					11/17/1998	11/17/2007	Common 2,938 (2)
Options (Right to Buy)	\$ 33.17 (2)					11/16/1999	11/16/2008	Common 2,938 (2)
Options (Right to Buy)	\$ 32.58 (2)					11/15/2000	11/15/2009	Common 39,359 (2)
Options (Right to Buy)	\$ 23.35 (2)					09/26/2001	09/26/2010	Common 3,936 (2)
Options (Right to Buy)	\$ 30.54 (2)					09/24/2002	09/24/2011	Common 62,975 (2)
Options (Right to Buy)	\$ 46.78 (2)					09/23/2003	09/23/2012	Common 62,975 (2)
Options	\$ 54.75					09/29/2004	09/29/2013	Common 62,975

(Right to Buy)	(2)				(2)
Options (Right to Buy)	\$ 68.89		09/28/2005	09/28/2014	Common 62,975
	(2)				(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCHE MARK A 300 TOWER PARKWAY LINCOLNSHIRE, IL 60069			Sr VP General Counsel Secy	

Signatures

Angela M. Pla, Attorney-in-Fact for Mark A. Roche	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) 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.
- (2) 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 number of options granted under the issuer's 1990, 1999 and 2003 Long-Term Incentive Plans were adjusted.

Remarks:

On August 16, 2005, the issuer spun-off ACCO World Corporation (now known as ACCO Brands Corporation), its office pro

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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