

FORTUNE BRANDS INC

Form 4

June 03, 2005

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., 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)
06/01/2005

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)
Common Stock, Par Value \$3.125	06/01/2005		A ⁽¹⁾	700 A	\$ 86.28 700	D	
Common Stock, Par Value \$3.125					51,352	I	By trusts held for the benefit of Mr. Hays and his spouse.
Common Stock, Par Value \$3.125					9,907	I	By trusts for the benefit

Value										of various family members.
\$3.125										
Common Stock, Par Value										By Fortune Brands Retirement Savings Plan Trust.
\$3.125					4,082 ⁽²⁾		I			

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
						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. 300 TOWER PARKWAY LINCOLNSHIRE, IL 60069		X		

Signatures

Mark A. Roche, Attorney-in-Fact for Thomas C. Hays 06/03/2005

__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 a grant of stock under the issuer's 2005 Non-Employee Director Stock Plan.
- (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 June 1, 2005.

Remarks:

On June 1, 2005, Mr. Hays received a grant of 700 shares of the issuer's common stock issued under the issuer's 2005 Non-Em

and options to purchase 223,000 shares of the issuer's common stock. Mr. Hays also holds 4,082 shares through his participati

In addition, Mr. Hays may be deemed to have indirect beneficial ownership of 9,907 shares held in various trusts for the benef

of these shares.

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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