

WILSON PETER M
Form 4
April 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
WILSON PETER M

(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)

04/25/2006

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock, Par Value \$3.125 | 04/25/2006 | | M ⁽¹⁾ | | 2,099 A \$ 36.21 | 2,239 | D |
| Common Stock, Par Value \$3.125 | 04/25/2006 | | M ⁽¹⁾ | | 2,624 A \$ 37.99 | 4,863 | D |
| Common Stock, Par Value \$3.125 | 04/25/2006 | | M ⁽¹⁾ | | 2,624 A \$ 26.26 | 7,487 | D |

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Common
 Stock, Par Value \$3.125
 04/25/2006 M⁽¹⁾ 2,624 A \$ 30.21 10,111 D

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options (Right to Buy) | \$ 36.21 | 04/25/2006 | | M ⁽¹⁾ | 2,099 | 04/28/1999 04/28/2008 | Common | 2,099 |
| Options (Right to Buy) | \$ 37.99 | 04/25/2006 | | M ⁽¹⁾ | 2,624 | 04/28/2000 04/28/2009 | Common | 2,624 |
| Options (Right to Buy) | \$ 26.26 | 04/25/2006 | | M ⁽¹⁾ | 2,624 | 04/25/2001 04/25/2010 | Common | 2,624 |
| Options (Right to Buy) | \$ 30.21 | 04/25/2006 | | M ⁽¹⁾ | 2,624 | 04/24/2002 04/24/2011 | Common | 2,624 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON PETER M FORTUNE BRANDS, INC. 520 LAKE COOK ROAD | X | | | |

DEERFIELD, IL 60015

Signatures

Angela M. Pla, Attorney-in-Fact for Peter M.
Wilson

04/27/2006

__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 the exercise of stock options issued under the issuer's Non-Employee Director Stock Option Plans.

Remarks:

On April 25, 2006, Mr. Wilson exercised and held a total of 9,971 options to purchase the issuer's shares. As a result of these

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