

FORTUNE BRANDS INC  
Form 4  
December 06, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**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)  
12/02/2004

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)  
Sr. VP, General Counsel, Secy.

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 <sup>(1)</sup> | 12/02/2004                           |  | M <sup>(2)</sup>               | 30,833 A  | \$ 24.5 74,408 <sup>(1)</sup>   | D  |   |
| Common Stock, Par Value \$3.125 <sup>(1)</sup> | 12/02/2004                           |  | S                              | 30,833 D  | \$ 78.23 43,575 <sup>(1)</sup>  | D  |   |
| Common Stock, Par Value \$3.125 <sup>(1)</sup> |                                      |  |                                |   | 5,493 <sup>(1)</sup> <sup>(3)</sup>   | I  | By Fortune Brands, Inc. Retirement Savings            |



**Remarks:**

On December 2, 2004, Mr. Roche performed a cashless exercise of options issued under the issuer's Long-Term Incentive Plan. Specifically, he purchased and then subsequently sold 30,833 shares of the issuer's common stock. After this transaction, he d owned 43,575 shares of the issuer's common stock and options to purchase 293,767 shares. Mr. Roche also indirectly owns 5,493 shares under the Fortune Brands Retirement Savings Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.