

WESLEY NORMAN H

Form 4

March 05, 2010

**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

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WESLEY NORMAN H**

(Last) (First) (Middle)

**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)  
**03/03/2010**

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	03/03/2010		M <sup>(1)</sup>	94,471 A	\$ 30.54 246,093	D	
Common Stock, Par Value \$3.125	03/03/2010		S	94,471 D	\$ 45.01 151,622	D	
Common Stock, Par Value \$3.125	03/04/2010		M <sup>(1)</sup>	101,678 A	\$ 30.54 253,300	D	

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Common  
Stock, Par Value  
03/04/2010  
\$3.125

S 101,678 D 45.01 151,622 D  
(3)

Common  
Stock, Par Value  
\$3.125

16,126 (4) I

By Fortune Brands Retirement Savings Plan Trust

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.**

SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Options (Right to Buy)	\$ 30.54	03/03/2010		M(1)	94,471	09/24/2002 09/24/2011	Common Stock 94,471
Options (Right to Buy)	\$ 30.54	03/04/2010		M(1)	101,678	09/24/2002 09/24/2011	Common Stock 101,678

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WESLEY NORMAN H 520 LAKE COOK ROAD DEERFIELD, IL 60015	X

## Signatures

/s/Angela M. Pla, Attorney-in-Fact for Norman H. Wesley 03/05/2010

\*\*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 granted under the issuer's long-term incentive plans.
- (2) The price in column 4 is the weighted average sale price of the shares, which includes 51,836 shares sold at \$45.00; 18,732 shares sold at \$45.01; 15,985 shares sold at \$45.02 and 7,918 shares sold at \$45.03.
- (3) The price in column 4 is the weighted average sale price of the shares, which includes 81,796 shares sold at \$45.00; 6,287 shares sold at \$45.01; 6,146 shares sold at \$45.02; 587 shares sold at \$45.03; 1,600 shares sold at \$45.04; 3,009 shares sold at \$45.05; 1,903 shares sold at \$45.06; 100 shares sold at \$45.07 and 250 shares sold at \$45.08.
- (4) 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 March 3, 2010.

### Remarks:

On March 3, 2010, Mr. Wesley exercised 94,471 stock options granted to him under the issuer's Long-Term Incentive Plans and

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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