

ROCHE MARK A
Form 4
January 27, 2005

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 *
ROCHE MARK A

2. Issuer Name and Ticker or Trading Symbol
FORTUNE BRANDS INC [FO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

300 TOWER PARKWAY

01/25/2005

Sr. VP, General Counsel, Secy.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LINCOLNSHIRE, IL 60069

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock, Par Value \$3.125 | 01/25/2005 | | A ⁽¹⁾ | | 15,750 | A | \$ 81.72 59,325 |
| Common Stock, Par Value \$3.125 | 01/25/2005 | | F ⁽²⁾ | | 6,214 | D | \$ 81.72 53,111 |
| Common Stock, Par Value \$3.125 | 01/25/2005 | | D ⁽³⁾ | | 9,536 | D | \$ 81.72 43,575 |

Common
Stock, Par
Value
\$3.125

5,488 ⁽⁴⁾ I

By Fortune
Brands, Inc.
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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|

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

01/27/2005

**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 the grant of a performance award to the undersigned under the issuer's Long-Term Incentive Plans in a transaction exempt under Rule 16b-3(d).

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- (2) Reflects the withholding by the issuer of shares awarded to the undersigned having a fair market value equal to the withholding taxes payable by the undersigned at the time the award vested, such transaction being exempt under Rule 16b-3(e).
Under the terms of the issuer's Long-Term Incentive Plans, the undersigned elected to receive his award in cash and for reporting
- (3) purposes is deemed to have transferred back to the issuer shares of the issuer's common stock in a transaction exempt under Rule 16b-3(e).
- (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 January 25, 2005.

Remarks:

Mr. Roche earned a performance award equivalent to 15,750 shares of the issuer's common stock for the performance period 2004-2005. Payment of the performance award was approved on January 25, 2005. The issuer withheld 6,214 shares of the issuer's common stock as a result of the award. Having significantly exceeded the Company's guidelines for executive stock ownership, Mr. Roche elected to receive the award (equivalent to the value of 9,536 shares) in cash. These transactions did not change Mr. Roche's ownership of Company stock. Mr. Roche also holds 5,488 shares of the issuer's common stock and options to purchase 293,767 shares of common stock. Mr. Roche also holds 5,488 shares of

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.

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