

OMTVEDT CRAIG P  
Form 4  
February 24, 2011

**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 \*  
OMTVEDT CRAIG P

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)  
520 LAKE COOK ROAD  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President & CFO

DEERFIELD, IL 60015

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

(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 Ownership (Instr. 4)                     |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, Par Value \$3.125 per share |                                      |  |                                | (A) or (D) Price  | 102,060   | D  |   |
| Common Stock, Par Value \$3.125 per share |                                      |  |                                | (A) or (D) Price  | 2,867 <sup>(1)</sup>  | 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Options (Right to Buy)                     | \$ 61.54   | 02/22/2011                           |  | A <sup>(2)</sup>               | 45,200  | 02/22/2012   | 02/22/2021  | Common Stock | 45,200                     |
| Restricted Stock Units                     | <u>(3)</u>   | 02/22/2011                           |  | A <sup>(4)</sup>               | 16,500  | <u>(5)</u>   | <u>(5)</u>  | Common Stock | 16,500                     |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| OMTVEDT CRAIG P<br>520 LAKE COOK ROAD<br>DEERFIELD, IL 60015 |               |           | Senior Vice President & CFO |       |

## Signatures

Angela M. Pla, Attorney-in-Fact for Craig P.  
Omtvedt 02/24/2011

  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) 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 February 22, 2011.
- (2) Reflects the grant of options under the issuer's 2007 Long-Term Incentive Plan. The options vest in three equal annual installments beginning February 22, 2012.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.

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- (4) Reflects the grant of restricted stock unit awards payable in shares of the Company's common stock under the issuer's Long-Term Incentive Plans.
- (5) Full payment of the award will be made in the form of shares in 2014 if Mr.Omtvedt (a) remains employed with the Company through January 31, 2014 and (b) complies with a non-compete in the event of retirement. Full payment of the award may be made earlier in the event of death or disability prior to January 31, 2014.

### **Remarks:**

On February 22, 2011, Mr. Omtvedt received a grant of options to purchase 45,200 shares of the issuer's common stock and a

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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