

ROCHE MARK A
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 *
ROCHE MARK A

(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)
02/22/2011

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock, Par Value \$3.125					74,062	D	
Common Stock, Par Value \$3.125					16,126 ⁽¹⁾	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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- (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.
- Full payment of the award will be made in the form of shares in 2014 if Mr. Roche (a) remains employed with the Company through
- (5) January 31, 2014 and certain performance goals are met 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 13, 2014.

Remarks:

On February 22, 2011, Mr. Roche received a grant of options to purchase 29,800 of the issuer's common stock and a grant of 1

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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