

FORTUNE BRANDS INC
Form 4
September 12, 2006

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 *
HEIDRICH NADINE 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)

520 LAKE COOK ROAD

09/08/2006

VP and Corporate Controller

(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

DEERFIELD, IL 60015

(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 | (A) or (D) | Price |
| Common Stock, Par Value \$3.125 | 09/08/2006 | | M ⁽¹⁾ | | 14,588 | A | \$ 30.54 |
| Common Stock, Par Value \$3.125 | 09/08/2006 | | M ⁽¹⁾ | | 15,743 | A | \$ 46.78 |
| Common Stock, Par Value \$3.125 | 09/08/2006 | | M ⁽¹⁾ | | 10,496 | A | \$ 54.75 |

Edgar Filing: FORTUNE BRANDS INC - Form 4

| | | | | | | | |
|--|------------|-------------------------|--------|---|-------------|--------|---|
| Common Stock, Par Value \$3.125 | 09/08/2006 | <u>M</u> ⁽¹⁾ | 5,248 | A | \$ 68.89 | 52,174 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 14,600 | D | \$ 72.24 | 37,574 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 18,274 | D | \$ 72.25 | 19,300 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 100 | D | \$ 72.27 | 19,200 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 900 | D | \$ 72.28 | 18,300 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 200 | D | \$ 72.29 | 18,100 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 8,900 | D | \$ 72.3 | 9,200 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 1,700 | D | \$ 72.31 | 7,500 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 1,100 | D | \$ 72.32 | 6,400 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 1,600 | D | \$ 72.33 | 4,800 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 200 | D | \$ 72.34 | 4,600 | D |
| | 09/08/2006 | S | 100 | D | | 4,500 | D |

Edgar Filing: FORTUNE BRANDS INC - Form 4

| | | | | | | | |
|--|------------|---|-----|---|-------------|-------|---|
| Common Stock, Par Value \$3.125 | | | | | \$ 72.35 | | |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 500 | D | \$ 72.36 | 4,000 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 400 | D | \$ 72.37 | 3,600 | D |
| Common Stock, Par Value \$3.125 | 09/08/2006 | S | 600 | D | \$ 72.38 | 3,000 | D |

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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options (Right to Buy) | \$ 30.54 | 09/08/2006 | | M ⁽¹⁾ | 14,588 | 09/24/2002 | 09/24/2011 | Common | 14,588 |
| Options (Right to Buy) | \$ 46.78 | 09/08/2006 | | M ⁽¹⁾ | 15,743 | 09/23/2003 | 09/24/2012 | Common | 15,743 |
| Options (Right to Buy) | \$ 54.75 | 09/08/2006 | | M ⁽¹⁾ | 10,496 | 09/29/2004 | 09/29/2013 | Common | 10,496 |
| | \$ 68.89 | 09/08/2006 | | M ⁽¹⁾ | 5,248 | 09/28/2005 | 09/28/2014 | Common | 5,248 |

Options
(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEIDRICH NADINE A 520 LAKE COOK ROAD DEERFIELD, IL 60015 | | | VP and Corporate Controller | |

Signatures

/s/ Angela M. Pla, Attorney-in-Fact for Nadine A.
Heidrich

09/12/2006

__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) Reflects the number of unvested options remaining from this grant and which are beneficially owned following this transaction.

Remarks:

On September 8, 2006, Ms. Heidrich exercised and subsequently sold a total of 46,075 options granted under the issuer's Long

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.