

FORTUNE BRANDS INC
Form 4
November 17, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
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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

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2006

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

(Street)
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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$3.125 per share | 11/16/2006 | | M ⁽¹⁾ | | 50,000 | A | \$ 46.78 |
| Common Stock, Par Value \$3.125 per share | 11/16/2006 | | S | | 24,000 | D | \$ 80.5 |
| Common Stock, Par Value | 11/16/2006 | | S | | 200 | D | \$ 80.51 |

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| | | | | | | | |
|-------------------------------|------------|---|--------|---|-------------|--------|---|
| Value \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 800 | D | \$ 80.52 | 70,335 | D |
| \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 700 | D | \$ 80.53 | 69,635 | D |
| \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 400 | D | \$ 80.54 | 69,235 | D |
| \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 18,600 | D | \$ 80.55 | 50,635 | D |
| \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 1,400 | D | \$ 80.56 | 49,235 | D |
| \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 800 | D | \$ 80.57 | 48,435 | D |
| \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 900 | D | \$ 80.58 | 47,535 | D |
| \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 600 | D | \$ 80.59 | 46,935 | D |
| \$3.125 per share | | | | | | | |
| Common Stock, Par Value | 11/16/2006 | S | 600 | D | \$ 80.6 | 46,335 | D |

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\$3.125 per share

Common Stock, Par Value

| | | | | | | |
|------------|---|-----|---|----------|--------|---|
| 11/16/2006 | S | 300 | D | \$ 80.61 | 46,035 | D |
|------------|---|-----|---|----------|--------|---|

\$3.125 per share

Common Stock, Par Value

| | | | | | | |
|------------|---|-----|---|----------|--------|---|
| 11/16/2006 | S | 400 | D | \$ 80.62 | 45,635 | D |
|------------|---|-----|---|----------|--------|---|

\$3.125 per share

Common Stock, Par Value

| | | | | | | |
|------------|---|-----|---|----------|--------|---|
| 11/16/2006 | S | 100 | D | \$ 80.63 | 45,535 | D |
|------------|---|-----|---|----------|--------|---|

\$3.125 per share

Common Stock, Par Value

| | | | | | | |
|------------|---|-----|---|----------|--------|---|
| 11/16/2006 | S | 200 | D | \$ 80.64 | 45,335 | D |
|------------|---|-----|---|----------|--------|---|

\$3.125 per share

Common Stock, Par Value

| | | | | | | |
|--|--|--|--|--|----------------------|---|
| | | | | | 2,567 ⁽²⁾ | I |
|--|--|--|--|--|----------------------|---|

\$3.125 per share

By Fortune Brands, Inc. 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 or Number of Shares |

Options
 (Right to Buy) \$ 46.78 11/16/2006 M⁽¹⁾ 50,000 09/23/2003 09/23/2012 Common 50,000

Reporting Owners

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

Signatures

| | |
|---|------------|
| Angela M. Pla, Attorney-in-Fact for Craig P. Omtvedt | 11/17/2006 |
| __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 options granted under the issuer's Long-Term Incentive Plans.
- (2) 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 November 16, 2006.

Remarks:

On November 16, 2006, Mr. Omtvedt exercised and subsequently sold 50,000 options granted under the issuer's Long Term Incentive Plan.

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.