

HAUSBERG MARK
Form 4
May 10, 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 *
HAUSBERG MARK

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

05/06/2011

Sr. VP - Finance & Treasurer

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, Par Value \$3.125 | 05/06/2011 | | M ⁽¹⁾ | | 14,213 | A | \$ 30.54 |
| | | | | | 46,753 | | |
| Common Stock, Par Value \$3.125 | 05/06/2011 | | S | | 14,213 | D | \$ 63.7892 |
| | | | | | 32,540 | | |
| Common Stock, Par Value \$3.125 | 05/06/2011 | | M ⁽¹⁾ | | 3,274 | A | \$ 30.54 |
| | | | | | 35,814 | | |

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| | | | | | | | | |
|--|------------|---|-------|-----------------|---------|------------------|---|---|
| Common Stock, Par Value \$3.125 | 05/06/2011 | F | 1,574 | <u>D</u> (3) | \$ 63.5 | 34,240 | D | |
| Common Stock, Par Value \$3.125 | | | | | | 1,323 <u>(4)</u> | I | 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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Options (Right to Buy) | \$ 30.54 | 05/06/2011 | | <u>M</u> (1) | 14,213 | 09/24/2002 | 09/24/2011 | Common Stock | 14,213 |
| Options (Right to Buy) | \$ 30.54 | 05/06/2011 | | <u>M</u> (1) | 3,274 | 09/24/2002 | 09/24/2011 | Common Stock | 3,274 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAUSBERG MARK 520 LAKE COOK ROAD DEERFIELD, IL 60015 | | | Sr. VP - Finance & Treasurer | |

Signatures

Angela M. Pla, Attorney-in-Fact for Mark
Hausberg

05/10/2011

__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) Reflects the exercise of options issued under the issuer's Long-Term Incentive Plans.
The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.39 to \$64.09, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- (3) Reflects the number of shares delivered in payment of the exercise price.
- (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 May 6, 2011.

Remarks:

On May 6, 2011, Mr. Hausberg exercised and subsequently sold 14,213 options granted to him 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.

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