FORTUNE BRANDS INC

Form 4

December 23, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAYS THOMAS C

2. Issuer Name and Ticker or Trading Symbol

FORTUNE BRANDS INC [FO]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(First) (Last)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

12/21/2004

_X__ Director

below)

10% Owner _ Other (specify

FORTUNE BRANDS, INC., 300 **TOWER PARKWAY**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Officer (give title

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LINCOLNSHIRE 60069

(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. Transa Code (Instr.		4. Securinn(A) or Di (Instr. 3,	spose	d of (D)	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)
Common Stock, Par Value \$3.125 (1)	12/21/2004		G(2)	V	1,000	D	\$ 76.34	51,352 (1)	I	By trusts held for the benefit of Mr. Hays and his spouse.
Common Stock, Par Value \$3.125 (1)								9,907 (1)	I	By trusts for the benefit of various family members.
								4,065 (1) (3)	I	

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Common	By Fortune
Stock, Par	Brands
Value	Retirement
\$3.125 <u>(1)</u>	Savings
	Plan Trust.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) /e s l		Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code \	' (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
HAYS THOMAS C							
FORTUNE BRANDS, INC.	X						
300 TOWER PARKWAY	Λ						
LINCOLNSHIRE 60069							

Signatures

Russell W. Hahn, Attorney-In-Fact for Mr. Thomas C. Hays

**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) Attached to each share of common stock is one preferred share purchase right not presently transferrable.

Reporting Owners 2

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- (2) Reflects a gift of stock to a charitable foundation from a revocable trust for which Mr. Hays shares voting and investment power.
- (3) 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 as of December 21, 2004.

Remarks:

On December 21, 2004, Mr. Hays caused a revocable trust for which he shares voting and investment power to make a gift of Thomas C. Hays and Mary Ann Hays Family Foundation, a charitable foundation. After this transaction, Mr. Hays indirectly of the revocable trust described above. In addition, Mr. Hays is deemed to have indirect beneficial ownership of 9,907 shares he he disclames beneficial ownership of these shares. Mr. Hays also owns options to purchase 260,500 shares of the issuer's combolds 4,065 shares through the Fortune Brands Retirements Savings 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.