

FORTUNE BRANDS INC

Form 4

December 23, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

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

(Street)

LINCOLNSHIRE 60069

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FORTUNE BRANDS INC [FO]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2004

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)

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 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 ⁽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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- (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 owned the revocable trust described above. In addition, Mr. Hays is deemed to have indirect beneficial ownership of 9,907 shares held by the trust. Mr. Hays disclaims beneficial ownership of these shares. Mr. Hays also owns options to purchase 260,500 shares of the issuer's common stock and holds 4,065 shares through the Fortune Brands Retirement 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.

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