

OMTVEDT CRAIG P

Form 4

January 27, 2005

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

OMB APPROVAL

OMB
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2005
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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 P2. 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)

300 TOWER PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2005____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Sr. VP and CFO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

LINCOLNSHIRE, IL 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. 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)
Common Stock, Par Value \$3.125	01/25/2005		A ⁽¹⁾	24,750 A	\$ 81.72 70,085	D	
Common Stock, Par Value \$3.125	01/25/2005		F ⁽²⁾	8,541 D	\$ 81.72 61,544	D	
Common Stock, Par Value \$3.125	01/25/2005		D ⁽³⁾	16,209 D	\$ 81.72 45,335	D	

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Common
Stock, Par
Value
\$3.125

2,503 ⁽⁴⁾ I

By Fortune
Brands, Inc.
Retirement
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)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OMTVEDT CRAIG P 300 TOWER PARKWAY LINCOLNSHIRE, IL 60069	Sr. VP and CFO

Signatures

Russell W. Hahn, Attorney-in-Fact for Craig P.
Omtvedt

01/27/2005

 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 grant of a performance award tot he undersigned under the issuer's Long-Term Incentive Plans in a transaction exempt under Rule 16b-3(d).

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- (2) Reflects the withholding by the issuer of shares awarded to the undersigned having a fair market value equal to the withholding taxes payable by the undersigned at the time the award vested, such transaction being exempt under Rule 16b-3(e).
- Under the terms of the issuer's Long-Term Incentive Plans, the undersigned elected to receive his award in cash, and for reporting purposes is deemed to have transferred back to the issuer shares of the issuer's common stock in a transaction exempt under Rule 16-b3(e).
- (3)
- (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 January 25, 2005.

Remarks:

Mr. Omtvedt earned a performance award equivalent to 24,750 shares of the issuer's common stock for the performance period

Long-Term Incentive Plans. Payment of the performance award was approved on January 25, 2005. The issuer withheld 8,54

result of the award. Having significantly exceeded the Company's guidelines for executive stock ownership, Mr. Omtvedt elec

(equivalent to the value of 16,209 shares) in cash. These transactions did not change Mr. Omtvedt's ownership of Company sto

of the issuer's common stock and options to purchase 313,690 shares of common stock. Mr. Omtvedt also holds 2,503 shares

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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