

HAUSBERG MARK
Form 4
March 09, 2010

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 *
HAUSBERG MARK

(Last) (First) (Middle)

520 LAKE COOK ROAD

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Sr. VP - Finance & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 (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	03/08/2010		M ⁽¹⁾	24,088 A	\$ 23.35 52,981	D	
Common Stock, Par Value \$3.125	03/08/2010		S	24,088 D	\$ 46.42 (2) 28,893	D	
Common Stock, Par Value \$3.125					1,310 (3)	I	Fortune Brands, Inc. Retirement Savings

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

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(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
Options (Right to Buy)	\$ 23.35	03/08/2010		M ⁽¹⁾	24,088	09/26/2001 09/26/2010	Common Stock	24,088

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
03/09/2010

**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.

(2) The price in column 4 is the weighted average sale price of the shares, which includes 688 shares sold at \$46.17; 1,000 shares sold at \$46.18; 800 shares sold at \$46.19; 500 shares sold at \$46.20; 2,900 shares sold at \$46.25; 800 shares sold at \$46.26; 400 shares sold at \$46.27; 300 shares sold at \$46.28; 700 shares sold at \$46.29; 300 shares sold at \$46.30; 300 shares sold at \$46.37; 100 shares sold at \$46.40; 7,700 shares sold at \$46.50; 1,800 shares sold at \$46.51; 1,000 shares sold at \$46.52; 600 shares sold at \$46.53; 500 shares sold at \$46.54; 1,600 shares sold at \$46.55; 400 shares sold at \$46.56; 500 shares sold at \$46.57 and 1,200 shares sold at \$46.58.

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- (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 in the Trust as of March 8, 2010.

Remarks:

On March 8, 2010, Mr. Hausberg exercised and subsequently sold 24,088 options granted to him under the issuer's Long-Term

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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