

Koley Patrick J.
Form 4
February 24, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Koley Patrick J.

(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)
02/22/2011

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 ____ Other (specify
below) below)

Sr VP-Strategy & Corp. Dev.

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			Code	V Amount (D) Price	6,456	D	

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

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SEC 1474
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 61.54	02/22/2011		A ⁽¹⁾		15,100		02/22/2012	02/22/2021	Common Stock	15,100
Restricted Stock Units	⁽²⁾	02/22/2011		A ⁽³⁾		5,500		⁽⁴⁾	⁽⁴⁾	Common Stock	5,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Koley Patrick J. 520 LAKE COOK ROAD DEERFIELD, IL 60015	Sr VP-Strategy & Corp. Dev.

Signatures

Angela M. Pla, Attorney-in-Fact for Patrick J. Koley
 02/24/2011
 **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 grant of options under the issuer's 2007 Long-Term Incentive Plan. The options vest in three equal annual installments beginning February 22, 2012.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) Reflects the grant of restricted stock unit awards payable in shares of the Company's common stock under the issuer's Long-Term Incentive Plans.
Full payment of the award will be made in the form of shares in 2014 if Mr.Koley (a)remains employed with the Company through January 31, 2014 and certain performance goals are met and (b) complies with a non-compete in the event of retirement. Full payment of the award may be made earlier in the event of death or disability prior to January 31, 2014.

Remarks:

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On February 22, 2011, Mr. Koley received a grant of options to purchase 15,100 shares of the issuer's common stock and a gra

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