

WESLEY NORMAN H
Form 4
March 05, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WESLEY NORMAN H

2. 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)
520 LAKE COOK ROAD
(Street)

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

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

DEERFIELD, IL 60015

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, Par Value \$3.125	03/03/2010		M ⁽¹⁾		94,471	A	\$ 30.54
Common Stock, Par Value \$3.125	03/03/2010		S		94,471	D	\$ 45.01 ⁽²⁾
Common Stock, Par Value \$3.125	03/04/2010		M ⁽¹⁾		101,678	A	\$ 30.54

Common Stock, Par Value \$3.125
 03/04/2010 S 101,678 D \$ 45.01 151,622 D
 (3)

Common Stock, Par Value \$3.125
 16,126 (4) I
 By Fortune Brands Retirement Savings Plan Trust

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Options (Right to Buy)	\$ 30.54	03/03/2010		M(1)	94,471	09/24/2002 09/24/2011	Common Stock 94,471
Options (Right to Buy)	\$ 30.54	03/04/2010		M(1)	101,678	09/24/2002 09/24/2011	Common Stock 101,678

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WESLEY NORMAN H 520 LAKE COOK ROAD DEERFIELD, IL 60015	X			

Signatures

/s/Angela M. Pla, Attorney-in-Fact for Norman H. Wesley
 03/05/2010

__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 stock options granted 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 51,836 shares sold at \$45.00; 18,732 shares sold at \$45.01; 15,985 shares sold at \$45.02 and 7,918 shares sold at \$45.03.
- (3) The price in column 4 is the weighted average sale price of the shares, which includes 81,796 shares sold at \$45.00; 6,287 shares sold at \$45.01; 6,146 shares sold at \$45.02; 587 shares sold at \$45.03; 1,600 shares sold at \$45.04; 3,009 shares sold at \$45.05; 1,903 shares sold at \$45.06; 100 shares sold at \$45.07 and 250 shares sold at \$45.08.
- (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 March 3, 2010.

Remarks:

On March 3, 2010, Mr. Wesley exercised 94,471 stock options granted to him under the issuer's Long-Term Incentive Plans and

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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