FORTUNE BRANDS INC

Form 4 April 27, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: Expires:

January 31, 2005

0.5

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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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HAYS THOMAS C Issuer Symbol FORTUNE BRANDS INC [FO] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title FORTUNE BRANDS, INC., 300 04/25/2005 below) **TOWER PARKWAY** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LINCOLNSHIRE, IL 60069

(State)

(Zin)

(City)

(City)	(State)	(Zip) Tab	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. Securition(A) or Dis (Instr. 3, 4	posed and 5	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, Par	04/25/2005		Code V M(1)	Amount 40,000	or (D)	Price	(Instr. 3 and 4) 91,352	D	
Value \$3.125	04/23/2003		WI <u>(1)</u>	40,000	A	38.69	91,332	D	By trusts
Common Stock, Par Value \$3.125	04/25/2005		S	40,000	D	\$ 87.35	51,352	I	held for the benefit of Mr. Hays and his spouse.
Common Stock, Par							9,907	I	By trusts for the benefit

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Value of various \$3.125 family members. By Fortune Common Brands Stock, Par $4,066 \frac{(2)}{}$ I Retirement Value Savings \$3.125 Plan Trust.

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	onDerivative 1		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	\$ 38.69	04/25/2005		M <u>(1)</u>		40,000	02/23/1999	02/23/2008	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HAYS THOMAS C FORTUNE BRANDS, INC. 300 TOWER PARKWAY LINCOLNSHIRE, IL 60069	X						
Cianaturas							

Signatures

Buy)

Mark A. Roche, Attorney-in-fact for Thomas C. Hays 04/27/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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 granted under the issuer's Long-Term Incentive Plans.
- 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 April 25, 2005.

Remarks:

a currently valid OMB number.

On April 25, 2005 Mr. Hays purchased and subsequently sold 40,000 shares of the issuer's common stock granted to him under

to have indirect beneficial ownership of 9,907 shares held in various trusts for the benefit of family members; however, he disc

Mr. Hays also owns options to purchase 220,500 shares of the issuer's common stock and holds 4,066 shares through his particle. File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays