

CARBONARI BRUCE A  
Form 4  
February 24, 2010

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

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
CARBONARI BRUCE A

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)  
02/22/2010

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

DEERFIELD, IL 60015  
  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4)
Common Stock, Par Value \$3.125				(A) or (D) Price	44,387	D	
Common Stock, Par Value \$3.125				(A) or (D) Price	15,088 <sup>(1)</sup>	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.

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. 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Options (Right to Buy)	\$ 43.67	02/22/2010		A <sup>(2)</sup>	139,400	02/22/2011	02/22/2017	Common Stock	139,400
Restricted Stock Units	<sup>(3)</sup>	02/22/2010		A <sup>(4)</sup>	41,900	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	41,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARBONARI BRUCE A 520 LAKE COOK ROAD DEERFIELD, IL 60015	X			Chairman and CEO

## Signatures

Angela M. Pla, Attorney-in-Fact for Bruce A.  
Carbonari

02/24/2010

        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) The number of shares 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 February 22, 2010.
- (2) 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, 2011.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (4) 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.

## Edgar Filing: CARBONARI BRUCE A - Form 4

- (5) Full payment of the award will be made in the form of shares in 2013 if Mr. Carbonari (a) remains employed with the Company through January 31, 2013 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, 2013.

### **Remarks:**

On February 22, 2010, Mr. Carbonari received a grant of options to purchase 139,400 shares of the issuer's common stock and a

Note: 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 a currently valid OMB number.