

HAUSBERG MARK
Form 4
March 09, 2010

FORM 4

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

OMB APPROVAL

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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 *
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
 Officer (give title below) _____ Other (specify below)
Sr. VP - Finance & Treasurer

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 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 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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