

ROCHE MARK A  
Form 4  
January 27, 2005

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROCHE MARK A

(Last) (First) (Middle)

300 TOWER PARKWAY

(Street)

LINCOLNSHIRE, IL 60069

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
FORTUNE BRANDS INC [FO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/25/2005

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 below) \_\_\_\_ Other (specify  
below) below)

Sr. VP, General Counsel, Secy.

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	01/25/2005		A <sup>(1)</sup>	15,750 A	\$ 81.72 59,325	D	
Common Stock, Par Value \$3.125	01/25/2005		F <sup>(2)</sup>	6,214 D	\$ 81.72 53,111	D	
Common Stock, Par Value \$3.125	01/25/2005		D <sup>(3)</sup>	9,536 D	\$ 81.72 43,575	D	

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Common  
Stock, Par  
Value  
\$3.125

5,488 <sup>(4)</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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

ROCHE MARK A  
300 TOWER PARKWAY  
LINCOLNSHIRE, IL 60069

Sr. VP, General Counsel, Secy.

## Signatures

Angela M. Pla, Attorney-in-Fact for Mark A.  
Roche

01/27/2005

\*\*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 a performance award to the undersigned under the issuer's Long-Term Incentive Plans in a transaction exempt under Rule 16b-3(d).

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- (2) Reflects the withholding by the issuer of shares awarded to the undersigned having a fair market value equal to the withholding taxes payable by the undersigned at the time the award vested, such transaction being exempt under Rule 16b-3(e).
- Under the terms of the issuer's Long-Term Incentive Plans, the undersigned elected to receive his award in cash and for reporting purposes is deemed to have transferred back to the issuer shares of the issuer's common stock in a transaction exempt under Rule 16b-3(e).
- (3)
- (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 January 25, 2005.

### Remarks:

Mr. Roche earned a performance award equivalent to 15,750 shares of the issuer's common stock for the performance period 2004-2005.

Long-Term Incentive Plans. Payment of the performance award was approved on January 25, 2005. The issuer withheld 6,210 shares of the issuer's common stock as a result of the award. Having significantly exceeded the Company's guidelines for executive stock ownership, Mr. Roche elected to receive his award in cash (equivalent to the value of 9,536 shares) in cash. These transactions did not change Mr. Roche's ownership of Company stock. Mr. Roche holds 5,488 shares of the issuer's common stock and options to purchase 293,767 shares of common stock. Mr. Roche also holds 5,488 shares of

Brands Retirement Savings Plan.

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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