

OMTVEDT CRAIG P
Form 4
January 27, 2005

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 *
OMTVEDT CRAIG P

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)
300 TOWER PARKWAY

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and CFO

LINCOLNSHIRE, IL 60069

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	01/25/2005		A ⁽¹⁾		24,750	A	\$ 81.72
Common Stock, Par Value \$3.125	01/25/2005		F ⁽²⁾		8,541	D	\$ 81.72
Common Stock, Par Value \$3.125	01/25/2005		D ⁽³⁾		16,209	D	\$ 81.72

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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
- (3) purposes is deemed to have transferred back to the issuer shares of the issuer's common stock in a transaction exempt under Rule 16-b3(e).
- (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. Omtvedt earned a performance award equivalent to 24,750 shares of the issuer's common stock for the performance period

Long-Term Incentive Plans. Payment of the performance award was approved on January 25, 2005. The issuer withheld 8,54

result of the award. Having significantly exceeded the Company's guidelines for executive stock ownership, Mr. Omtvedt elec

(equivalent to the value of 16,209 shares) in cash. These transactions did not change Mr. Omtvedt's ownership of Company sto

of the issuer's common stock and options to purchase 313,690 shares of common stock. Mr. Omtvedt also holds 2,503 shares

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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