

Wiertel Edward A  
Form 4  
February 05, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Wiertel Edward A

(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)  
02/03/2010

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)  
VP & Corporate Controller

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)	
			Code	V	Amount or (D) Price			
Common Stock, Par Value \$3.125	02/03/2010		M <sup>(1)</sup>		300	A	\$ 0 1,000	D
Common Stock, Par Value \$3.125	02/03/2010		F <sup>(2)</sup>		107	D	\$ 43.1 893	D

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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units (RSUs)	(3)	02/03/2010		M <sup>(1)</sup>	300	(4) (4)	Common 300	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wiertel Edward A 520 LAKE COOK ROAD DEERFIELD, IL 60015			VP & Corporate Controller	

## Signatures

Angela M. Pla, Attorney-in-Fact for Edward A. Wiertel  
02/05/2010

\*\*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 accelerated vesting and payment of one-third of a restricted stock unit award made under the Company's 2007 Long-Term Incentive Plan.
- (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).
- (3) Each RSU converts to one share of the issuer's common stock.
- (4) Full payment of the remaining RSUs will be made in 2011 if Mr. Wiertel remains employed with the Company through December 31, 2010.

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**Remarks:**

Because the Company met certain performance goals in 2009 and Mr. Wiertel is not subject to Section 162(m) of the Internal Revenue Code, the Company is not required to disclose the compensation of Mr. Wiertel.

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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