

Koley Patrick J.
Form 4
February 25, 2009

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 *
Koley Patrick J.

(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)
02/23/2009

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-Strategy & Corp. Dev.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock, Par Value | | | | | 0 | D | |
| \$3.125 | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units ⁽¹⁾ | <u>(2)</u> | 02/23/2009 | | A | 14,800 | <u>(3)</u> / <u>(3)</u> | Common | 14,800 |
| Restricted Stock Units ⁽¹⁾ | <u>(2)</u> | 02/23/2009 | | A | 7,200 | <u>(4)</u> / <u>(4)</u> | Common | 7,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Koley Patrick J. 520 LAKE COOK ROAD DEERFIELD, IL 60015 | | | Sr VP-Strategy & Corp. Dev. | |

Signatures

Angela M. Pla, Attorney-in-Fact for Patrick J. Koley 02/25/2009
**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 restricted stock awards payable in shares of the Company's common stock under the issuer's 2007 Long-Term Incentive Plan
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) Payment of the award will be made in three equal annual installments on or about January 31st of each year beginning in 2010 if Mr. Koley remains employed through January 31, 2010, 2011 and 2012, or in the event of death or disability.
- (4) Full payment of the award will be made in the form of shares in 2012, if Mr. Koley remains employed with the Company through December 31, 2011 and if certain performance goals are met, or in the event of death or disability.

Remarks:

On February 23, 2009, Mr. Koley was granted a special one-time award of 14,800 restricted stock units under the issuer's Long-Term Incentive Plan.

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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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