

WESLEY NORMAN H

Form 4

January 05, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WESLEY NORMAN H

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)

520 LAKE COOK ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

DEERFIELD, IL 60015

☒ 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)
Common Stock, Par Value \$3.125	09/08/2010		G ⁽¹⁾	V 10,781 D \$ 0	142,941	D	
Common Stock, Par Value \$3.125	09/10/2010		G ⁽¹⁾	V 13,140 D \$ 0	129,801	D	
Common Stock, Par Value \$3.125	01/03/2011		M ⁽²⁾	50,000 A \$ 0	179,801	D	

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Common
Stock, Par
Value 01/03/2011 F⁽³⁾ 19,800 D \$ 60.61 160,001 D
\$3.125

Common
Stock, Par
Value 16,070 I
\$3.125 By
Citigroup
Global
Markets
Inc. IRA

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)	8.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	01/03/2011		M ⁽²⁾	50,000	(5)	(5)	Common	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

WESLEY NORMAN H
520 LAKE COOK ROAD X
DEERFIELD, IL 60015

Signatures

Angela M. Pla, Attorney-in-Fact for Norman H.
Wesley 01/05/2011

__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 a gift of shares.
- (2) Reflects the vesting and payment of a restricted stock unit award made to Mr. Wesley on February 25, 2008 under the Company's 2007 Long-Term Incentive Plan.
- (3) 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.
- (4) Each restricted stock unit converts to one share of the issuer's common stock.
- (5) In order to receive payment of the award, Mr. Wesley had to remain employed with the Company through December 31, 2010, or if he terminated employment prior thereto, he had to strictly adhere to certain non-compete and confidentiality restrictions until December 31, 2010. The award was paid in the form of shares on January 3, 2011, the first business day that the New York Stock Exchange was open in January 2011.

Remarks:

On September 8, 2010, Mr. Wesley made a gift of 10,781 shares of the issuer's common stock to Glenwood School for Boys a

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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