

FORTUNE BRANDS INC
Form 4
September 12, 2006

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 *
HEIDRICH NADINE A

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Corporate Controller

DEERFIELD, IL 60015

(City) (State) (Zip)

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

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	(A) or (D)	Price
Common Stock, Par Value \$3.125	09/08/2006		M ⁽¹⁾		14,588	A	\$ 30.54
Common Stock, Par Value \$3.125	09/08/2006		M ⁽¹⁾		15,743	A	\$ 46.78
Common Stock, Par Value \$3.125	09/08/2006		M ⁽¹⁾		10,496	A	\$ 54.75

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Common Stock, Par Value \$3.125	09/08/2006	<u>M</u> ⁽¹⁾	5,248	A	\$ 68.89	52,174	D
Common Stock, Par Value \$3.125	09/08/2006	S	14,600	D	\$ 72.24	37,574	D
Common Stock, Par Value \$3.125	09/08/2006	S	18,274	D	\$ 72.25	19,300	D
Common Stock, Par Value \$3.125	09/08/2006	S	100	D	\$ 72.27	19,200	D
Common Stock, Par Value \$3.125	09/08/2006	S	900	D	\$ 72.28	18,300	D
Common Stock, Par Value \$3.125	09/08/2006	S	200	D	\$ 72.29	18,100	D
Common Stock, Par Value \$3.125	09/08/2006	S	8,900	D	\$ 72.3	9,200	D
Common Stock, Par Value \$3.125	09/08/2006	S	1,700	D	\$ 72.31	7,500	D
Common Stock, Par Value \$3.125	09/08/2006	S	1,100	D	\$ 72.32	6,400	D
Common Stock, Par Value \$3.125	09/08/2006	S	1,600	D	\$ 72.33	4,800	D
Common Stock, Par Value \$3.125	09/08/2006	S	200	D	\$ 72.34	4,600	D
	09/08/2006	S	100	D		4,500	D

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Common Stock, Par Value \$3.125					\$ 72.35		
Common Stock, Par Value \$3.125	09/08/2006	S	500	D	\$ 72.36	4,000	D
Common Stock, Par Value \$3.125	09/08/2006	S	400	D	\$ 72.37	3,600	D
Common Stock, Par Value \$3.125	09/08/2006	S	600	D	\$ 72.38	3,000	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Options (Right to Buy)	\$ 30.54	09/08/2006		M ⁽¹⁾	14,588	09/24/2002	09/24/2011	Common	14,588
Options (Right to Buy)	\$ 46.78	09/08/2006		M ⁽¹⁾	15,743	09/23/2003	09/24/2012	Common	15,743
Options (Right to Buy)	\$ 54.75	09/08/2006		M ⁽¹⁾	10,496	09/29/2004	09/29/2013	Common	10,496
	\$ 68.89	09/08/2006		M ⁽¹⁾	5,248	09/28/2005	09/28/2014	Common	5,248

Options
(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEIDRICH NADINE A 520 LAKE COOK ROAD DEERFIELD, IL 60015			VP and Corporate Controller	

Signatures

/s/ Angela M. Pla, Attorney-in-Fact for Nadine A.
Heidrich

09/12/2006

__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 exercise of stock options granted under the issuer's Long-Term Incentive Plans.
- (2) Reflects the number of unvested options remaining from this grant and which are beneficially owned following this transaction.

Remarks:

On September 8, 2006, Ms. Heidrich exercised and subsequently sold a total of 46,075 options granted under the issuer's Long

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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