

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>HAYS THOMAS C</u>  (Last) (First) (Middle)  (Street)  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>FORTUNE BRANDS INC [ FO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/21/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Per Share <sup>(1)</sup>	07/21/2003		M <sup>(2)</sup>		75,000	A	30.3	129,602 <sup>(1)</sup>	I	By trusts for joint benefit of Mr. Hays and his spouse.
Common Stock, Par Value \$3.125 Per Share <sup>(1)</sup>	07/21/2003		S		75,000	D	55.37	70,802 <sup>(3)(4)(1)</sup>	I	By trusts for joint benefit of Mr. Hays and his spouse.

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options (Right to Buy)	30.3	07/21/2003		M <sup>(2)</sup>		75,000	11/18/1997	11/18/2006	Common Stock	75,000	\$30.3	71,412 <sup>(5)</sup>	D	

Explanation of Responses:

1. Attached to each share of common stock is one Preferred Share Purchase Right that is not presently transferable separately from the Common Stock.
2. Reflects the exercise of an option.
3. Mr. Hays also indirectly owns 3,996 shares of common stock held by the Fortune Brands, Inc. Retirement Savings Plan Trust as of July 22, 2003.
4. In addition to the 70,802 shares held in a trust for the joint benefit of Mr. Hays and his spouse, Mr. Hays may also be deemed to have indirect beneficial ownership of 9,907 shares held in various trusts for the benefit of family members. Mr. Hays disclaims beneficial ownership of these 9,907 shares.
5. After these transactions, Mr. Hays directly owned options to purchase a total of 456,629 shares of common stock.

Russell W. Hahn, Attorney-in-Fact for Mr. Thomas C. Hays 07/23/2003

\*\* Signature of Reporting Person Date

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

\* 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).

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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