

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

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ROCHE MARK A</u>  (Last) (First) (Middle) <u>520 LAKE COOK ROAD</u>  (Street) <u>DEERFIELD IL 60015</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FORTUNE BRANDS INC [ FO ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/29/2007</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP General Counsel &amp; Secy</u>  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	01/29/2007		A <sup>(1)</sup>		16,368	A	\$81.58	67,202	D	
Common Stock, Par Value \$3.125	01/29/2007		F <sup>(2)</sup>		6,458	D	\$81.58	60,744	D	
Common Stock, Par Value \$3.125	01/29/2007		D <sup>(3)</sup>		9,910	D	\$81.58	50,834	D	
Common Stock, Par Value \$3.125								5,667 <sup>(4)</sup>	I	By Fortune Brands Retirement Savings Plan Trust.

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Reflects the approval of the issuance of shares pursuant to a performance award to the undersigned under the issuer's Long-Term Incentive Plans in a transaction exempt under Rule 16b-3(d).
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. Under the terms of the issuer's Long-Term Incentive Plans, the undersigned elected to recive his award in cash and for reporting purposes is deemed to have transferred back to the issuer shares of the issuer's common stock in a transaction exempt under Rule 16b-3(e).
4. The number of shares reported as held by the Fortune Brands, Inc. Retirement Savings Plan Trust represents the undersigned's proportional beneficial interest in the common stock held in the Trust as of January 29, 2007.

Remarks:

Mr. Roche earned a performance award equivalent to 16,368 shares of the issuer's common stock for the performance period 2004-2006, pursuant to the isser's Long-Term Incentive Plans. Payment of the performance award was approved on January 29, 2007. The issuer withheld 6,458 of these shares in payment of withholding taxes due as a result of the award. Having significantly exceeded the Company's guidelines for executive stock ownership, Mr. Roche elected to receive the remainder of the award (equivalent to the value of 9,910 shares) in cash. These transactions did not change Mr. Roche's ownership of company stock. Mr. Roche continues to directly own 50,834 shares of the issuer's common stock and options to purchase 409,071 shares of common stock. In addition, Mr. Roche indirectly owns 5,667 shares of the issuer's common stock through his participation in the Fortune Brands Retirement Savings Plan.

Angela M. Pla, Attorney-in-Fact for Mark A. Roche 01/31/2007  
\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

I, Mark A. Roche, appoint SHERRY R. HAYWOOD, ELIZABETH R. LANE and ANGELA M. PLA, to serve as my Attorneys-In-Fact and Agents to exercise the powers and discretions set forth below:

1. To execute on my behalf any and all Securities and Exchange Commission Forms 3, 4 and 5 relating to the disclosure of my beneficial ownership of securities in Fortune Brands, Inc.; and
2. To execute all such other documents or things in my name as the Agents may deem necessary to meet filing requirements of the Securities Exchange Commission pursuant to the Securities Exchange Act of 1934.

This Power of Attorney shall at all times be binding with respect to all actions taken by the Agent in accordance with the terms of this Power of Attorney. The powers granted by this Power of Attorney shall begin on December 31, 2006 and shall lapse and cease to have any effect on December 31, 2009.

I, Mark A. Roche, have executed this Limited Power of Attorney on this 5th day of December, 2006.

/s/ Mark A. Roche  
Mark A. Roche

Subscribed and sworn to me  
on this 5th day of December, 2006.

/s/ Katherine M. Budin  
Notary Public