

FORTUNE BRANDS INC  
Form 8-K  
February 03, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): February 3, 2010

**Fortune Brands, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-9076**  
(Commission  
File Number)

**13-3295276**  
(IRS Employer  
Identification No.)

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**520 Lake Cook Road**

**Deerfield, IL 60015**

**(Address of Principal Executive Offices) (Zip Code)**

**847-484-4400**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 8.01. Other Events.**

On February 3, 2010, Fortune Brands, Inc. ( Fortune Brands or the Company ) contributed an aggregate of 1,560,000 shares of its common stock, with a corresponding dollar value of approximately \$67.2 million, to the Fortune Brands, Inc. Master Retirement Trust and the Fortune Brands Home & Hardware, LLC Retirement Plans Trust (the Trusts ). The Trusts are tax-qualified trusts that hold the assets for the Company s U.S. defined benefit pension plans, which provide retirement benefits to certain employees of Fortune Brands. The contribution was made from treasury stock.

The Company made the contribution voluntarily in order to improve the Trusts funded status, as ERISA rules do not require a contribution at this time. The shares of common stock will be held in segregated accounts in the Trusts, and the Company has appointed an independent fiduciary in order to manage the shares on the Trusts behalf.

The exhibits listed under Item 9.01 below relate to the Registration Statement on Form S-3 (Reg. No. 333-159008), filed by the Company with the Securities and Exchange Commission (the SEC ) on May 6, 2009, as supplemented by the prospectus supplement dated February 3, 2010, filed with the SEC on February 3, 2010, and are filed herewith for incorporation by reference in the Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 5.1 Opinion of Counsel
- 23.1 Consent of Counsel (included in Exhibit 5.1)
- 99.1 Registration Rights Agreement with GreatBanc Trust Company, on behalf of the Trusts, dated February 3, 2010.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FORTUNE BRANDS, INC.  
(Registrant)

By: */s/* MARK A. ROCHE  
Name: Mark A. Roche  
Title: Senior Vice President, General Counsel and Secretary

Date: February 3, 2010

**Exhibit Index**

Exhibit Number	Description
5.1	Opinion of Counsel
23.1	Consent of Counsel (included in Exhibit 5.1)
99.1	Registration Rights Agreement with GreatBanc Trust Company, on behalf of the Trusts, dated February 3, 2010.