

**FORM 4**

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

OMB APPROVAL	
OMB Number:	3235-0287
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person SMITH MARSCHALL		2. Issuer Name and Ticker or Trading Symbol BRUNSWICK CORP [BC]		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) _____ VP - GEN COUNSEL & SECRETARY	
(Last) (First) (Middle) BRUNSWICK CORPORATION, 1 N FIELD COURT		3. Date of Earliest Transaction (Month/Day/Year) 02/18/2004			
(Street) LAKE FOREST, IL 60045		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	02/18/2004		A		6,000	A	\$ 0	34,163	D	
Common Stock (2)	02/18/2004		A		11,762	A	\$ 38.36	45,925	D	
Common Stock								41	I	By ESOP Trustee

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

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 control number. SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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				
Non-Qualified Stock Option (right to buy) (3)	\$ 38.36	02/18/2004		A		7,000		(4)	02/18/2014	Common Stock	7,000	\$ 0	7,000	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH MARSCHALL BRUNSWICK CORPORATION 1 N FIELD COURT LAKE FOREST, IL 60045			VP - GEN COUNSEL & SECRETARY	

**Signatures**

By: Power of Attorney For: /s/ Marshall Smith	02/20/2004
<small>Signature of Reporting Person</small>	<small>Date</small>

**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) These are restricted stock units granted under the 2003 Stock Plan. These stock units vest three years from the date of grant. Upon lapse of restrictions the officer can elect to defer receipt and take delivery of the units in predetermined shares.
- (2) These stock units are in the officer's elective deferred account and will be distributed in predetermined installments which can commence not sooner than three years after the date of deferral. Reported amount includes a 20 percent officer's election to defer the award. These premium units will be forfeited if the original stock units are withdrawn for any reason prior to the third anniversary of the deferral date.
- (3) Employee Stock Option granted under the 2003 Stock Incentive Plan with right to have shares withheld or to deliver previously acquired shares to pay income taxes on exercise of option.
- (4) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following grant date.

**Remarks:**

Amount of Securities Beneficially Owned includes 455 shares acquired pursuant to dividend reinvestment and 18 shares acquired pursuant to the Brunswick Employee Stock Ownership Plan held dir

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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## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Marschall I. Smith, Lloyd C. Chatfield II, Kristin M. Coleman, Michael R. Horner and Marsha Vaughn signing singly, as his true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned Forms 3, 4 and 5, Forms ID and Forms 144 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5, Forms ID and Forms 144 and the timely filing of such form with the United States Securities and Exchange Commission (the "SEC") and any other authority or entity; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The powers granted above may be exercised by any one of such attorneys-in-fact acting alone.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall be effective on the date set forth below and shall continue in full force and effect until the date on which the undersigned shall cease to be subject to Section 16 of the Exchange Act and the rules thereunder or until such earlier date on which written notification executed by the undersigned is filed with the SEC expressly revoking this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on this 19<sup>th</sup> day of January, 2004.

BY: Marschall I. Smith

Name: Marschall I. Smith