# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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 OF SECURITIES

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

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 X 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) 01/31/2005												
(Street) LAKE FOREST, IL 60045			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line)  X. Form filed by One Reporting Person  Form filed by More than One Reporting Person						
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu							lired, Disposed of, or Beneficially Owned				
of Security 2. Transaction Date (Month/Day/Yes		Date	2A. Deemed Execution Date, if		(Instr. 8)		4. Securities Acquir (A) or Disposed of ((Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
ock		01/31/2005			A	V	1,000 (1)	Δ	\$	40,78	9 (2)			. ,	
ock										53				I	By Svgs Plan Trustee
						aispia	ays a c	ırrentiy	valia (	DINIB C	ontroi n	iumber.			
1. Title of Derivative Conversion or Exercise Price of Derivative Security Security			(e.g., puts, calls, water the control of the contro				Expiration Date (Month/Day/Year)  A U Se								
Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date	4. Transact Code	ion of De See Ac (A' Dis	rrants, op Number rivative curities quired ) or sposed of	6. Date Expira	converti e Exerci ntion Dat	ble secur sable and e	7. T Amo Und Secu				9. Number Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir	Ownership (Instr. 4)
Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date ar)	4. Transact Code	lls, wa  5. ion of De See Ac (A Dis (D) (In	rrants, op Number rivative curities quired ) or sposed of	6. Date Expira	converti e Exerci ntion Dat	ble secur sable and e	7. T Amo Und Secu	itle and ount of derlying urities		Derivative Security	Derivative Securities Beneficially Owned Following	Owners Form o Derivat Security Direct ( or Indir	hip of Indirect f Beneficial ive Ownership //: (Instr. 4)
Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date ar)	4. Transact Code	ion of De See Ac (A Di: (D (In and	Number rivative curities quired ) or sposed of ) str. 3, 4,	6. Date	e Exercia tition Dat h/Day/Y	sable and e ear)	rities)  7. T Amo Und Sect (Inst	y Owne itle and ount of lerlying urities tr. 3 and		Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Securit Direct ( or Indir	hip of Indirect f Beneficial ive Ownership //: (Instr. 4)
	EST, IL 600	(Street) EST, IL 60045 (State) rity	RSCHALL  (First) (Middle)  (K CORPORATION, 1 N FIELD  (Street)  EST, IL 60045  (State) (Zip)  rity 2. Transaction Date (Month/Day/Year)	RSCHALL   BRUNSWIGHT   STATE   STATE   BRUNSWIGHT   STATE   STATE	RSCHALL  (First) (Middle) (K CORPORATION, 1 N FIELD  (Street)  (Street)  (State)  (Zip)  Total  (Month/Day/Year)  (Month/Day/Year)  (Date) (Month/Day/Year)  (Date) (Month/Day/Year)  (Date) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	RSCHALL  (First) (Middle) (K CORPORATION, 1 N FIELD  (Street)  (Street)  (Street)  (Street)  (State)  (Zip)  (Zip)  (A. If Amendment, Date Original Execution Date (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Instr. 8)  Code  (Instr. 8)  Code  (A. Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year)  Code  (Instr. 8)  Code  (Instr. 8)	RSCHALL  (First) (Middle) (K CORPORATION, 1 N FIELD  (Street)  (Street)  4. If Amendment, Date Original Filed  (State)  (State)  (Zip)  Table I - Non-Det  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (An Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (An Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)	RSCHALL  (First) (Middle) (K CORPORATION, 1 N FIELD  (Street)  (Street)  4. If Amendment, Date Original Filed (Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (A) or I (Instr. 8)  (Instr. 8)  (Instr. 3)  (A Security (Instr. 8)  (Instr. 3)  (A) Or I (Instr. 3)  (B) Or I (Instr. 3)  (Code V Amount Instruction of the presence of the prese	RSCHALL  (First) (Middle) (Street)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed (Instr. 8)  (B) Order (Instr. 8)  (B) Order (Instr. 8)  (Code V Amount (D)  (D) Order (Instr. 8)  (D) Order (Instr. 8	RSCHALL  (First) (Middle) (K CORPORATION, 1 N FIELD  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 8)  (A) or Price  (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (A) or Price (A) or Disposed of (D) (Instr. 8)  (Instr. 8)	RSCHALL  (First) (Middle) (K CORPORATION, 1 N FIELD  (Street)  (Street)  (Street)  (State)  (State)  (Zip)  (State)  (Zip)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (A)  (A)  (Instr. 3, 4 and 5)  (Instr. 3,	RSCHALL  (First) (Middle) (K CORPORATION, 1 N FIELD  (Street)  (Street)  (State)  (State)  (State)  (State)  (State)  (State)  (Zip)  (State)  (Zip)  (A) Deemed Execution Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (A) or Disposed of (D) (Instr. 3 and 4)  (Instr. 3 and 4)	SCHALL   BRUNSWICK CORP [BC]   Check	RSCHALL  (First) (Middle) (K CORPORATION, 1 N FIELD  (Street)  (Street)  (State)  (Zip)  (Zip)  (Month/Day/Year)  (Zip)  (Zip)  (A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Instr. 3 and 4)	RSCHALL    BRUNSWICK CORP [BC]   C(Check all applicable)   Director   10% Owner   10% Owne

Barrandina Comman Nama / Addison	Relationships					
Reporting Owner Name / Address	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/ Marschall Smith	02/02/2005
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person,  $\emph{see}$  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) Restricted stock granted under the 2003 Stock Incentive Plan with right to have shares withheld to pay income taxes on lapse of restrictions.
- (2) Includes 522 shares acquired pursuant to dividend reinvestment in 2004.

(3) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
(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:

Indirect ownership includes 1 shares acquired pursuant to dividend reinvestment by the Savings Plan trustee in 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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