

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): July 12, 2006



BRUNSWICK CORPORATION

(Exact Name of Registrant Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-01043
(Commission File
Number)

36-0848180
(I.R.S. Employer
Identification No.)

1 N. Field Court
Lake Forest, Illinois
(Address of Principal Executive Offices)

60045-4811
(Zip Code)

Registrant's telephone number, including area code: (847) 735-4700

(Former Name or Former Address, if Changed Since Last Report)

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))
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ITEM 2.02 Results of Operations and Financial Condition.

On July 12, 2006, Brunswick Corporation announced expectations for the second quarter earnings and provided new earnings estimates for the full year 2006. The news release issued by Brunswick announcing these estimated earnings is incorporated herein by reference, and is included as Exhibit 99.1 to this Current Report on Form 8-K.

In the news release, Brunswick uses non-GAAP financial measures. A “non-GAAP financial measure” is a numerical measure of a registrant’s historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Operating and statistical measures and certain ratios and other statistical measures are not non-GAAP financial measures. GAAP refers to generally accepted accounting principles in the United States.

Non-GAAP financial measures used in the news release were Brunswick’s estimated diluted earnings per share for the second quarter and the full year 2006. In the news release, the Company stated that it expects to report earnings from continuing operations in the range of \$0.93 to \$0.94 per diluted share, excluding tax-related items, which falls in the middle of the Company’s previously announced estimate of \$0.90 to \$0.97. In addition, the Company had previously estimated that diluted earnings per share for the full year 2006 would fall in the range of \$3.00 to \$3.15, excluding tax-related items, but that a range of \$2.40 to \$2.55, also excluding tax-related items, is currently more appropriate under the circumstances. In the news release, Brunswick also stated that in 2005 the Company reported earnings from continuing operations of \$3.13 per diluted share, excluding stock sale gains and tax-related items.

Brunswick has used the financial measures that are included in the news release for several years, both in presenting its results to stockholders and the investment community and in its internal evaluation and management of its businesses. Brunswick’s management believes that these measures -- including those that are “non-GAAP financial measures”-- and the information they provide are useful to investors because they permit investors to view Brunswick’s performance using the same tools that Brunswick uses and to better evaluate Brunswick’s ongoing business performance. Brunswick’s management believes that presentation of earnings per share excluding (i) non-recurring tax items, and (ii) a first quarter 2005 gain on the sale of securities provide a more meaningful comparison to prior results.

The information in this report and the exhibit attached hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits:

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| 99.1 | News Release, dated July 12, 2006, of Brunswick Corporation. |

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.

BRUNSWICK CORPORATION

Date: July 12, 2006

By: /s/ MARSCHALL I. SMITH

Name: Marschall I. Smith

Title: Vice President, General Counsel and Secretary

EXHIBIT INDEX:

Exhibit No.

Description of Exhibit

99.1

News Release, dated July 12, 2006, of Brunswick Corporation.

99.1



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www.brunswick.com

Release: IMMEDIATE
Contact Kathryn Chieger
Vice President - Corporate and Investor Relations
Phone: 847-735-4612

**BRUNSWICK SECOND QUARTER EPS IN LINE WITH EXPECTATIONS;
REDUCING SECOND HALF ESTIMATES DUE TO MARINE MARKETS**

CONFERENCE CALL SCHEDULED

LAKE FOREST, Ill., July 12, 2006 - Brunswick Corporation (NYSE: BC) announced today that it expects to report earnings from continuing operations in the range of \$0.93 to \$0.94 per diluted share for the second quarter of 2006, in the middle of the company's previously announced estimate of \$0.90 to \$0.97. This estimate excludes tax-related benefits expected to be reported in the quarter.

Brunswick will release its second quarter 2006 financial results before the markets open on Thursday, July 27. The company said it expects to report sales up 1 percent to approximately \$1.55 billion. Excluding acquisitions, however, sales are estimated to have declined about 4 percent.

The company said that during the second quarter, it acquired approximately 1.5 million shares of its common stock for approximately \$56 million. Over the past year, approximately 5.1 million shares have been repurchased for approximately \$193 million.

"Our second quarter results are in line with our expectations," said Brunswick Chairman and Chief Executive Officer Dustan E. McCoy. "Throughout the key second quarter selling season for 2006-model-year marine products, however, we have experienced significant declines in retail demand, which has resulted in an increase in pipeline inventories. As we now enter the off-season, we can't rely solely on retail demand to rebalance the pipeline. So, we will be reducing further our production levels, leading to a lowering of our earnings estimate for the second half of the year. This is primarily due to reduced sales and the impact of fixed cost absorption from production cuts needed to adjust pipeline inventories. Although this will result in reduced margins, we believe that managing pipeline inventories is critical in a cyclical, as well as a seasonal, industry."

The company said that 2006 earnings from continuing operations are expected to be in the range of \$2.40 to \$2.55 per diluted share, compared with its previous estimate of \$3.00 and \$3.15 per diluted share, in both cases excluding tax-related items. In 2005, the company reported earnings from continuing operations of \$3.13 per diluted share, excluding stock sale gains and tax-related items.

"While changing market conditions impact our financial results in the short-term, we have not lost sight of our long-term value creation objectives, and we continue to execute relentlessly against our five key strategies: get the product right; get the distribution right; be best cost in our industries; be global and attract and retain talent," McCoy continued. "Focusing intently on such fundamentals is better positioning us to benefit when industry conditions improve."

Conference Call Scheduled

The company said a conference call with investors has been scheduled for 10 a.m. CDT today, hosted by McCoy, Peter G. Leemputte, senior vice president and chief financial officer, and Kathryn J. Chieger, vice president - corporate and investor relations. The call will be broadcast over the Internet at www.brunswick.com. To listen to the call, go to the Web site at least 15 minutes before the call to register, download and install any needed audio software.

Security analysts and investors wishing to participate via telephone should call 800-857-4546 (passcode: Brunswick). Callers outside of North America should call 1-210-234-0035 to be connected. These numbers can be accessed 15 minutes before the call begins, as well as during the call. A replay of the conference call will be available through midnight CDT Wednesday, July 19, 2006, by calling 866-367-6718 or 1-203-369-0236. The replay will also be available at www.brunswick.com.

Forward-Looking Statements

Certain statements in this press release are forward looking as defined in the Private Securities Litigation Reform Act of 1995. These statements involve certain risks and uncertainties that may cause actual results to differ materially from expectations as of the date of this filing. These risks include, but are not limited to: the effect of a weak economy and stock market on consumer confidence and thus the demand for

marine, fitness, billiards and bowling equipment and products; competitive pricing pressures; the success of new product introductions; the ability to maintain market share in high-margin products; competition from new technologies; competition in the consumer electronics markets; imports from Asia and increased competition from Asian competitors; the ability to obtain component parts from suppliers; the ability to maintain effective distribution; the financial strength of dealers, distributors and independent boat builders; the ability to transition and ramp up certain manufacturing operations within time and budgets allowed; the ability to maintain product quality and service standards expected by our customers; the ability to successfully manage pipeline inventories; the success of global sourcing and supply chain initiatives; the ability to successfully integrate acquisitions; the ability to successfully complete announced divestitures; the success of marketing and cost management programs; the ability to develop product technologies that comply with regulatory requirements; the ability to complete environmental remediation efforts and resolve claims and litigation at the cost estimated; the impact of weather conditions on demand for marine products and retail bowling center revenues; shifts in currency exchange rates; adverse foreign economic conditions; and the impact of interest rates and fuel prices on demand for marine products. Additional factors are included in the company's Annual Report on Form 10-K for 2005 and Quarterly Report on Form 10-Q for the quarter ended March 31, 2006.

About Brunswick

Headquartered in Lake Forest, Ill., Brunswick Corporation endeavors to instill "Genuine Ingenuity" in all its leading consumer brands, including Mercury and Mariner outboard engines; Mercury MerCruiser sterndrives and inboard engines; MotorGuide trolling motors; Teignbridge propellers; MotoTron electronic controls; Albemarle, Arvor, Baja, Bayliner, Bermuda, Boston Whaler, Cabo Yachts, Crestliner, HarrisKayot, Hatteras, Laguna, Lowe, Lund, Maxum, Meridian, Örnvik, Palmetto, Princecraft, Quicksilver, Savage, Sea Boss, Sea Pro, Sea Ray, Sealine, Triton, Trophy, Uttern and Valiant boats; Attwood marine parts and accessories; Land 'N' Sea, Kellogg Marine, Diversified Marine and Benrock parts and accessories distributors; IDS dealer management systems; Life Fitness, Hammer Strength and ParaBody fitness equipment; Brunswick bowling centers, equipment and consumer products; Brunswick billiards tables; and Valley-Dynamo pool, Air Hockey and foosball tables. For more information, visit www.brunswick.com.