

As filed with the Securities and Exchange Commission on July  
27, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-8  
Registration Statement  
under  
the Securities Act of 1933



**Brunswick Corporation**

(Exact name of Registrant as Specified in Its Charter)

**Delaware** **36-0848180**  
(State or Other Jurisdiction (I.R.S. Employer  
of Incorporation or Organization) Identification Number)

**1 N. Field Court** **60045-4811**  
**Lake Forest, Illinois** (Zip Code)  
(Address of Principal Executive  
Offices)

**Brunswick 2003 Stock Incentive Plan**  
(Full Title of Each Plan)

**Marschall I. Smith**  
Vice President, General Counsel and Secretary  
Brunswick Corporation  
1 N. Field Court  
Lake Forest, Illinois 60045-4811  
(847) 735-4700  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Calculation of Registration Fee

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Unit</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock	4,000,000 shares <sup>(1)</sup>	\$29.02 <sup>(2)</sup>	\$116,080,000 <sup>(2)</sup>	\$12,421 <sup>(2)</sup>

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall also cover any additional shares of Common Stock that become issuable under the Registrant's 2003 Stock Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected which results in an increase in the number of the Registrant's outstanding shares of Common Stock issuable pursuant to awards granted under the Plan.

(2) Estimated solely for the purpose of calculating the registration fee and, pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, based upon the weighted average purchase price of shares subject to outstanding options, and, as to shares not currently subject to outstanding options, the average of the high and low prices of the Common Stock as reported in the consolidated reporting system on July 26, 2006.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 4,000,000 shares of the common stock, par value \$0.75 per share ("Common Stock"), of Brunswick Corporation (the "Company") that may be offered and sold under the 2003 Stock Incentive (the "Plan"). The Company's shareholders approved the addition of these shares to the Plan at the Company's Annual Meeting on May 3, 2006.

### Statement of Incorporation by Reference

The contents of the Company's previously filed Registration Statement on Form S-8 (Registration No. 333-112880) filed with the Securities and Exchange Commission (the "Commission") on February 17, 2004 relating to the Plan, is hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents heretofore filed with the Securities and Exchange Commission (the "Commission") (Commission file number 1-1043) by the Company are incorporated herein by reference:

1. the Company's Annual Report on Form 10-K for the year ended December 31, 2005;
2. the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2006;
3. the Company's Current Reports on Form 8-K filed with the Commission on January 26, February 28, April 27, July 12, July 18, July 24 and July 27, 2006 and Current Report on Form 8-K/A filed with the Commission on May 1, 2006;
4. the description of the Company's Common Stock, \$0.75 par value (the "Common Stock"), contained on pages 8-9 of the Prospectus filed as part of Amendment No. 1 to the Company's Registration Statement No. 33-45772 filed with the Commission on April 30, 1992, including any amendment or report filed with the Commission for the purpose of updating such description; and

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the respective dates of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

#### Item 8. Exhibits.

- 4.1 Restated Certificate of Incorporation of the Company is hereby incorporated by reference to Exhibit 19.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1987.
- 4.2 By-Laws of the Company are hereby incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002.
- 4.3 Brunswick 2003 Stock Incentive Plan (filed as an appendix to the Definitive Proxy Statement on Schedule 14A filed with the Commission on March 23, 2006, and incorporated herein by reference).
- 5\* Opinion of Marschall I. Smith as to the legality of the securities being registered.

23.1\* Consent of independent auditors.

23.2\* Consent of Marschall I. Smith (included in the opinion filed as Exhibit 5).

24\* Power of Attorney authorizing certain persons to sign this Registration Statement on behalf of certain directors and officers of the Registrant.

\*Filed herewith.

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Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lake Forest, State of Illinois, on this 27th day of July, 2006.

**BRUNSWICK CORPORATION**

By: /s/ ALAN L. LOWE  
Alan L. Lowe  
Vice President and Controller

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

**Signature**  
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Dustan E. McCoy  
Chairman and Chief Executive Officer  
(Principal Executive Officer) and Director

/s/ PETER G. LEEMPUTTE

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Peter G. Leemputte  
Senior Vice President and Chief Financial  
Officer  
(Principal Financial Officer)

/s/ ALAN L. LOWE

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Alan L. Lowe  
Vice President and Controller (Principal  
Accounting Officer)

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Nolan D. Archibald  
Director

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Jeffrey L. Bleustein  
Director

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Michael J. Callahan  
Director

\*By: /s/ MARSCHALL I.  
SMITH

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Marschall I. Smith  
Attorney in Fact

**Signature**  
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Manuel A. Fernandez  
Director

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Peter B. Hamilton  
Vice Chairman and President -  
Brunswick Boat Group and Director

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Peter Harf  
Director

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Graham H. Phillips  
Director

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Roger W. Schipke  
Director

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Ralph C. Stayer  
Director

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Lawrence A. Zimmerman  
Director



July 27, 2006

Brunswick Corporation  
1 N. Field Court  
Lake Forest, Illinois 60045-4811

Re: 4,000,000 shares of Common Stock

Ladies and Gentlemen:

I am Vice President, General Counsel and Secretary for Brunswick Corporation, a Delaware corporation ("Brunswick"), and have acted as counsel for Brunswick in connection with the preparation and filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 4,000,000 additional shares of common stock, \$0.75 par value (the "Registered Common Stock"), to be issued under the Brunswick 2003 Stock Incentive Plan (the "Stock Incentive Plan").

I am familiar with the Stock Incentive Plan and the Registration Statement. I have also examined originals, or copies of originals certified or otherwise identified to my satisfaction, of Brunswick's corporate records. I have examined such questions of law and have satisfied myself to such matters of fact as I have deemed relevant and necessary as a basis for the opinions expressed herein. I have assumed the authenticity of all documents submitted to me as originals, the genuineness of all signatures, the legal capacity of all natural persons and the conformity with the original documents of any copies thereof submitted to me for my examination.

Based upon the foregoing, I am of the opinion that:

1. Brunswick is duly incorporated and validly existing under the laws of the State of Delaware; and
2. Each share of Registered Common Stock which is newly issued pursuant to the Stock Incentive Plan will be legally issued, fully paid and non-assessable when (i) the Registration Statement shall have become effective under the Securities Act; and (ii) Brunswick's Board of Directors or a duly authorized committee thereof shall have authorized the issuance of such share for the consideration provided in the Stock Incentive Plan.

This opinion letter is limited to the General Corporation Law of the State of Delaware and the federal laws of the United States of America. I express no opinion as to the application of the securities or blue sky laws of the various states or the District of Columbia to the issuance or sale of shares of Registered Common Stock.

I hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am within the category of persons whose consent is required by Section 7 of the Securities Act or the related rules and regulations promulgated by the Commission.

Sincerely,

/s/ MARSCHALL I. SMITH

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Brunswick 2003 Stock Incentive Plan of Brunswick Corporation of our reports dated February 28, 2006, with respect to the consolidated financial statements and schedule of Brunswick Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2005, Brunswick Corporation management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Brunswick Corporation, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Chicago, Illinois

July 21, 2006

## POWER OF ATTORNEY

I hereby appoint each of Dustan E. McCoy, Peter G. Leemputte, Alan L. Lowe, Marschall I. Smith or any other person occupying the office of Chief Executive Officer, Chief Financial Officer, General Counsel or Secretary with Brunswick Corporation (“Brunswick”) at the time any action hereby authorized shall be taken to act as my attorney-in-fact and agent for all purposes specified in this Power of Attorney. I hereby authorize each person identified by name or office in the preceding sentence (each of whom is herein called my “authorized representative”) acting alone to sign and file on my behalf in all capacities I may at any time have with Brunswick (including but not limited to the position of director or any officer position) the Registration Statement prepared under the Securities Act of 1933 identified in this Power of Attorney and any amendment to any such Registration Statement. I hereby authorize each authorized representative in my name and on my behalf to execute every document and take every other action which such authorized representative deems necessary or desirable in connection with the Registration Statement identified in this Power of Attorney and any sale of securities or other transaction accomplished by means of any such Registration Statement.

This Power of Attorney applies to a Registration Statement on Form S-8 that registers common stock to be offered and sold pursuant to the Brunswick 2003 Stock Incentive Plan.

This instrument shall remain in effect until the earlier to occur of (i) my cessation of service as a director or officer of Brunswick and (ii) my giving written notice to Brunswick’s Chairman, Chief Executive Officer, Chief Financial Officer or General Counsel of my election to revoke this instrument. No such revocation shall be effective to revoke the authority for any action taken pursuant to this Power of Attorney prior to such cessation of service or delivery of such revocation.

Dated: July 25, 2006

/s/ DUSTAN E. MCCOY

/s/ PETER B. HAMILTON

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Dustan E. McCoy

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Peter B. Hamilton

/s/ NOLAN D. ARCHIBALD

/s/ PETER HARF

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Nolan D. Archibald

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Peter Harf

/s/ JEFFREY L. BLEUSTEIN

/s/ GRAHAM H. PHILLIPS

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Jeffrey L. Bleustein

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Graham H. Phillips

/s/ MICHAEL J. CALLAHAN

/s/ ROGER W. SCHIPKE

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Michael J. Callahan

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Roger W. Schipke

/s/ MANUEL A. FERNANDEZ

/s/ RALPH C. STAYER

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Manuel A. Fernandez

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Ralph C. Stayer

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Lawrence A. Zimmerman