
**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): **May 4, 2005**

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))

ITEM 1.01 Entry into a Material Definitive Agreement.

(a) Director Compensation

On May 4, 2005, the Board of Directors of Brunswick Corporation ("Brunswick") approved certain changes to the compensation of the non-management members of the Brunswick Board of Directors. Those changes, as outlined in the Board of Directors Compensation Summary attached hereto as Exhibit 10.1 and incorporated herein by reference, include the annual payment of a:

- (1) \$20,000 fee to the non-management Presiding Director;
- (2) \$10,000 fee to the Chair of the Human Resources and Compensation Committee; and
- (3) \$7,500 fee to any Board member serving on more than one committee (except that such fee shall not be paid in the case of a Board member who receives a fee for both committees on which he or she serves).

In addition, directors shall now receive an annual grant of 1,000 restricted stock units, which shall be granted on the date of Brunswick's annual meeting of shareholders (for directors appointed during the year, the number of restricted stock units will be awarded on a pro rata basis). The units will be converted to shares of Brunswick common stock to be distributed either on the date of the director's retirement from the Board, or deferred, at the director's election, in annual installments of up to fifteen years following retirement.

Finally, directors may receive Brunswick products with an aggregate value of up to \$15,000 annually. The value of these products is included in the directors' taxable income, and Brunswick reimburses directors for the applicable tax liability associated with the receipt of such products. In addition, directors may lease certain boats from Brunswick at no charge except for the payment of applicable taxes, and all or a portion of a director's \$15,000 product allowance may be applied to defray those taxes. Directors may also purchase Brunswick

products at Brunswick's wholesale prices.

ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits:

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---|
| 10.1 | Board of Directors Compensation Summary |

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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

Dated: May 9, 2005

By: /s/ Marschall I. Smith
Name: Marschall I. Smith
Title: Vice President, General Counsel and Secretary

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EXHIBIT INDEX:

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---|
| 10.1 | Board of Directors Compensation Summary |

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BOARD OF DIRECTORS COMPENSATION SUMMARY

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|--------------------------------------|---|
| Annual Retainers | <ul style="list-style-type: none"> • \$100,000 for all non-employee directors of the Board (½ paid in cash; ½ paid in stock) |
| Restricted Stock Units (RSUs) | <ul style="list-style-type: none"> • 1,000 RSUs <ul style="list-style-type: none"> • Granted on same day as annual meeting • Deferred to retirement • Paid out over same period as elective deferred compensation • Pro rata RSUs for directors appointed during the year (based on quarter after joining the Board) |
| Committee Retainers | <ul style="list-style-type: none"> • \$20,000 for Presiding Director (which includes all other Committee fees to which he or she might otherwise be entitled) and Audit Committee Chair • \$10,000 for Compensation Committee Chair and Audit Committee members • \$7,500 for Chairman: Finance and Corporate Governance / Qualified Legal Compliance • \$7,500 for Board members serving on more than one committee. Except, fee shall not be paid to those receiving fees for both committees on which they serve, e.g., member of Audit and Chairman of Governance. (Corporate Governance & Qualified Legal Compliance considered one committee) |
| Retainer Payment Timing | <ul style="list-style-type: none"> • The quarterly retainer is paid on an arrears basis. For example the retainer earned for November, December and January is paid in January. |
| Form of Retainer Payment | <ul style="list-style-type: none"> • One-half of retainers paid in Brunswick Stock. Stock can either be: <ul style="list-style-type: none"> • Distributed on a current basis, or • Deferred and distributed in stock after retirement from the Board • One-half of retainer to be paid in cash. Cash can either be: <ul style="list-style-type: none"> • Paid on a current basis • Converted to common stock and distributed on a current basis (number of shares determined by dividing cash to be converted by closing Brunswick stock price on day cash would have been paid) • Converted to deferred stock with a 20% premium (number of shares determined by dividing 120% of cash to be converted by closing Brunswick stock price on day cash would have been paid). Common stock will be distributed after retirement from the Board • Deferred stock is credited to a Rabbi Trust at Bank One. • Pre 2005 retainer deferrals will continue to be managed per the terms and conditions of the 1997 Stock Plan for Non-Employee Directors. • 2005 and later retainer deferrals will be managed per the terms and conditions of the 2005 Brunswick Corporation Deferred Compensation Plan for Non-Employee Directors. |
| Product | <ul style="list-style-type: none"> • \$15,000 of product annually. |
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