

**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)

<p style="text-align: center;"><b>Delaware</b> (State or other jurisdiction of incorporation or organization) <b>1 N. Field Court</b> <b>Lake Forest, Illinois</b> (Address of Principal Executive Offices)</p>	<p style="text-align: center;"><b>36-0848180</b> (I.R.S. Employer Identification No.)  <b>60045-4811</b> (Zip Code)</p>
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**Brunswick Corporation 2003 Stock Incentive Plan**  
(Full title of the plan)

**Lloyd C. Chatfield II**  
Vice President, General Counsel and Secretary  
Brunswick Corporation  
1 N. Field Court  
Lake Forest, Illinois 60045-4811  
(847) 735-4700  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.75 par value	5,000,000 shares	\$7.31	\$36,550,000	\$2,039.49

(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 Rule 457(h) and 457(c) under the Securities Act, 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 May 6, 2009.

## **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 5,000,000 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 Brunswick Corporation 2003 Stock Incentive Plan (the "Plan"). The Company's shareholders approved the addition of these shares to the Plan at the Company's Annual Meeting on May 6, 2009.

### **Statement of Incorporation by Reference**

The contents of the Company's previously filed Registration Statements on Form S-8, filed with the Securities and Exchange Commission (the "Commission") on July 27, 2006 (Registration No. 333-136087) and February 17, 2004 (Registration No. 333-112880), relating to the Plan are 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, which have been previously filed with the Commission by the Company, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in, and shall be deemed to be a part of, this Registration Statement:

- (a) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008;
- (b) the Company's Quarterly Report on Form 10-Q for the quarter ended April 4, 2009 and the Amendment No. 1 on Form 10-Q/A, filed with the Commission on January 20, 2009, to the Company's Quarterly Report for the quarter ended September 27, 2008;
- (d) the Company's Current Reports on Form 8-K filed with the Commission on January 29, March 4, April 30, May 5 and May 6, 2009; and
- (e) the description of the Company's Common Stock, contained on page 17 of the Prospectus filed with the Company's Registration Statement No. 333-152620 filed with the Commission on July 30, 2008, including any amendment or report filed with the Commission for the purpose of updating such description; and

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of 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.

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### Item 5. Interests of Named Experts and Counsel.

The legality of the securities being registered hereby has been passed on by Lloyd C. Chatfield II, Vice President, General Counsel and Secretary of the Company. Mr. Chatfield has received awards under the Plan and may receive additional awards under the Plan in the future.

### Item 8. Exhibits.

#### Exhibit

No.	Description of Exhibits
4.1	The 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	The 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 fiscal year ended December 31, 2002.
4.3	Brunswick Corporation 2003 Stock Incentive Plan (filed as an appendix to the Definitive Proxy Statement on Schedule 14A filed with the Commission on March 25, 2009 and incorporated herein by reference).
5*	Opinion of Lloyd C. Chatfield II as to the legality of the securities being registered.
23.1*	Consent of independent registered public accounting firm.
23.2*	Consent of Lloyd C. Chatfield II (included in the opinion filed as Exhibit 5).
24*	Powers of Attorney authorizing certain persons to sign this Registration Statement on behalf of certain directors of the Registrant.

\* Filed herewith.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dustan E. McCoy</u> Dustan E. McCoy	Chairman and Chief Executive Officer (Principal Executive Officer) and Director	May 8, 2009
<u>/s/ Peter B. Hamilton</u> Peter B. Hamilton	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 8, 2009
<u>/s/ Alan L. Lowe</u> Alan L. Lowe	Vice President and Controller (Principal Accounting Officer)	May 8, 2009
<u>*</u> Nolan D. Archibald	Director	May 8, 2009
<u>*</u> Anne E. Bélec	Director	May 8, 2009
<u>*</u> Jeffrey L. Bleustein	Director	May 8, 2009
<u>*</u> Cambria W. Dunaway	Director	May 8, 2009
<u>*</u> Manuel A. Fernandez	Director	May 8, 2009
<u>*</u> Graham H. Phillips	Director	May 8, 2009
<u>*</u> Ralph C. Stayer	Director	May 8, 2009
<u>*</u> J. Steven Whisler	Director	May 8, 2009
<u>*</u> Lawrence A. Zimmerman	Director	May 8, 2009

\*  
By: /s/ Lloyd C. Chatfield II  
Lloyd C. Chatfield II  
Attorney-in-Fact, May  
8, 2009

May 8, 2009

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

Re: 5,000,000 shares of Brunswick Corporation Common Stock, \$0.75 par value per share

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 5,000,000 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.

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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/ LLOYD C. CHATFIELD II

Lloyd C. Chatfield II

**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 our reports dated February 24, 2009, 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, 2008, 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  
May 8, 2009





<u>Capacity</u>	<u>Signature</u>	<u>Date</u>
Director	<u>/s/ Jeffrey L. Bleustein</u> Jeffrey L. Bleustein	<u>May 6, 2009</u>
Director	<u>/s/ Cambria W. Dunaway</u> Cambria W. Dunaway	<u>May 6, 2009</u>
Director	<u>/s/ Manuel A. Fernandez</u> Manuel A. Fernandez	<u>May 6, 2009</u>
Director	<u>/s/ Graham H. Phillips</u> Graham H. Phillips	<u>May 6, 2009</u>
Director	<u>/s/ Ralph C. Stayer</u> Ralph C. Stayer	<u>May 7, 2009</u>
Director	<u>/s/ J. Steven Whisler</u> J. Steven Whisler	<u>May 6, 2009</u>
Director	<u>/s/ Lawrence A. Zimmerman</u> Lawrence A. Zimmerman	<u>May 6, 2009</u>