#### BRUNSWICK CORP Form 4/A

February 16, 2006

# FORM 4

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

OMB Number: 3235-0287

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

January 31, 2005

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

1(b).

(Print or Type Responses)

	Address of Reporting N PETER B	Symbol	er Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer
		BRUN	SWICK CORP [BC]	(Check all applicable)
(Last)	(First)	Middle) 3. Date of	of Earliest Transaction	
C/O TALBOTS	OTS INC, ONE DRIVE	(Month/ 02/14/2	Day/Year) 2006	Director 10% OwnerX Officer (give title Other (specify below)  Vice Chair & Pres Life Fitness
	(Street)	4. If Am	nendment, Date Original	6. Individual or Joint/Group Filing(Check
			onth/Day/Year)	Applicable Line)
		02/14/2	2006	_X_ Form filed by One Reporting Person
HINGHAM	I, MA 02043			Form filed by More than One Reporting Person
(City)	(State)	(Zip) Tab	ble I - Non-Derivative Securitie	es Acquired, Disposed of, or Beneficially Owned
1.Title of	2. Transaction Date	e 2A. Deemed	3. 4. Securities Acqu	tired 5. Amount of 6. Ownership 7. Nature of
Security	(Month/Day/Year)		` ′ ′ *	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)	Beneficially (D) or Beneficial Owned Indirect (I) Ownership
		(Monui/Day/Tear)	(IIISU. 0)	Following (Instr. 4) (Instr. 4)
			( <b>A</b> )	Reported
			(A) or	Transaction(s)
				Price (Instr. 3 and 4)
Common Stock	02/14/2006		A $\frac{7,680}{(1)}$ A $\frac{\$}{3}$	9.15 65,737 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: BRUNSWICK CORP - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and An Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified stock option (right to buy)	\$ 39.15	02/14/2006		A	20,000	02/14/2007(3)	02/14/2016	Common Stock

# **Reporting Owners**

D ( O N // )	Relationships
Renorting Owner Name / Address	<del>-</del>

Director 10% Owner Officer Other

HAMILTON PETER B C/O TALBOTS INC ONE TALBOTS DRIVE HINGHAM, MA 02043

Vice Chair & Pres Life Fitness

### **Signatures**

/s/ Peter

Hamilton 02/16/2006

\*\*Signature of Date

Reporting Person

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, 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) These are restricted stock units granted under the 2003 Stock Plan. These stock units vest three years from the date of grant.
- (2) Employee Stock-Settled Stock Appreciation Right granted under the 2003 Stock Incentive Plan.
- (3) One-fourth of the total shares granted may be exercised on each of the first, second, third, and fourth anniversaries following grant date.

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.

Reporting Owners 2