

BROWN FORMAN CORP  
Form POS AM  
July 28, 2005

**Table of Contents**

As Filed With the Securities and Exchange Commission  
on July 28, 2005

**Registration No. 333-117630**

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BROWN-FORMAN CORPORATION**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**61-0143150**  
(I.R.S. Employer Identification No.)

**850 Dixie Highway  
Louisville, Kentucky 40210**  
(Address of Principal Executive Offices)  
**BROWN-FORMAN CORPORATION**  
**2004 OMNIBUS COMPENSATION PLAN**

(Full title of the plan)  
**Michael B. Crutcher**  
**Vice Chairman,**  
**General Counsel and Secretary**  
**Brown-Forman Corporation**  
**850 Dixie Highway**  
**Louisville, Kentucky 40210**  
**(502) 585-1100**  
(Name, Address, and Telephone Number of Registrant's agent for service)

Copy to:  
**Leigh Walton**  
**Todd J. Rolapp**  
**Bass, Berry & Sims PLC**  
**315 Deaderick Street, Suite 2700**  
**Nashville, Tennessee 37238-0002**

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**TABLE OF CONTENTS**

**SIGNATURES**

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**Table of Contents**

**Deregistration of Securities**

Effective immediately upon the filing of this Post-Effective Amendment No. 1 (this Amendment ) to Form S-8 Registration Statement (Registration No. 333-117630), Brown-Forman Corporation (the Company ) hereby deregisters 9,932,713 shares of Class B Common Stock previously registered for sale under the Brown-Forman Corporation 2004 Omnibus Compensation Plan (the Plan ). Concurrently with the filing of this Amendment, the Company is filing a Form S-8 Registration Statement to register 9,932,713 shares of the Company s Common Stock for issuance under the Plan.

**Table of Contents****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 Louisville, State of Kentucky, on this 28<sup>th</sup> day of July, 2005.

**BROWN-FORMAN CORPORATION**

By: /s/ Owsley Brown II  
Owsley Brown II, Chairman and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Owsley Brown II	Chairman and Chief Executive Officer (Principal Executive Officer) Director	July 28, 2005
*Owsley Brown II		
/s/ Phoebe A. Wood	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 28, 2005
*Phoebe A. Wood		
/s/ William M. Street	Director	July 28, 2005
*William M. Street		
/s/ Jane C. Morreau	Vice President and Controller (Principal Accounting Officer)	July 28, 2005
*Jane C. Morreau		
/s/ Ina Brown Bond	Director	July 28, 2005
*Ina Brown Bond		
/s/ Barry D. Bramley	Director	July 28, 2005
*Barry D. Bramley		
/s/ Geo. Garvin Brown III	Director	July 28, 2005
*Geo. Garvin Brown III		
/s/ Donald G. Calder	Director	July 28, 2005
*Donald G. Calder		
/s/ Owsley Brown Frazier	Director	July 28, 2005
*Owsley Brown Frazier		
/s/ Richard P. Mayer	Director	July 28, 2005
*Richard P. Mayer		
/s/ Stephen E. O Neil	Director	July 28, 2005

\*Stephen E. O Neil

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**Table of Contents**

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Matthew R. Simmons	Director	July 28, 2005
*Matthew R. Simmons /s/ Dace Brown Stubbs	Director	July 28, 2005
*Dace Brown Stubbs /s/ Paul V. Varga	Director	July 28, 2005
*Paul V. Varga	Director	July 28, 2005
Patrick Bousquet-Chavenne *By: /s/ Nelea A. Absher		July 28, 2005
Nelea A. Absher Assistant Vice President and Assistant Secretary Attorney-in-Fact for Each		