

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2007-12-10**
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SUBJECT COMPANY

BRUNSWICK CORP

CIK: **14930** | IRS No.: **360848180** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-13933** | Film No.: **071294769**
SIC: **3510** Engines & turbines

Mailing Address
*ONE N FIELD CT
LAKE FOREST IL 60045-4811*

Business Address
*ONE N FIELD CT
LAKE FOREST IL 60045-4811
8477354700*

FILED BY

FMR LLC

CIK: **315066** | IRS No.: **061209781** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
*82 DEVONSHIRE STREET
BOSTON MA 02109*

Business Address
*82 DEVONSHIRE ST
BOSTON MA 02109
6175706339*

SCHEDULE 13G

Amendment No. 1
Brunswick Corporation
Common Stock
Cusip #117043109

Cusip #117043109

Item 1: Reporting Person - FMR LLC
Item 4: Delaware
Item 5: 232,332
Item 6: 0
Item 7: 13,272,475
Item 8: 0
Item 9: 13,272,475
Item 11: 15.093%
Item 12: HC

Cusip #117043109

Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: 0
Item 6: 0
Item 7: 13,272,475
Item 8: 0
Item 9: 13,272,475
Item 11: 15.093%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

This Amendment to Schedule 13G filed by FMR LLC amends
the statement on Schedule 13G previously filed by FMR
Corp., the predecessor of FMR LLC.

Item 1(a). Name of Issuer:

Brunswick Corporation

Item 1(b). Name of Issuer's Principal Executive Offices:

One North Field Court

Lake Forest, IL 60045-4811

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,
Residence:

82 Devonshire Street, Boston,
Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

117043109

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 13,272,475

(b) Percent of Class: 15.093%

(c) Number of shares as to which such
person has:

(i) sole power to vote or to direct
the vote: 232,332

(ii) shared power to vote or to
direct the vote: 0

(iii) sole power to dispose or to
direct the disposition of: 13,272,475

(iv) shared power to dispose or to

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of Brunswick Corporation. The interest of one person, Fidelity Value Fund, an investment company registered under the Investment Company Act of 1940, in the Common Stock of Brunswick Corporation, amounted to 5,565,208 shares or 6.329% of the total outstanding Common Stock at November 30, 2007.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 07, 2007

Date

/s/Eric D. Roiter

Signature

Eric D. Roiter

Duly authorized under Power of Attorney
dated December 30, 1997 by and on behalf of FMR Corp.
(now known as FMR LLC) and its direct and indirect
subsidiaries

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G,
Fidelity Management & Research Company ("Fidelity"), 82
Devonshire Street, Boston, Massachusetts 02109, a wholly-
owned subsidiary of FMR LLC and an investment adviser
registered under Section 203 of the Investment Advisers Act
of 1940, is the beneficial owner of 13,040,647 shares or
14.830% of the Common Stock outstanding of Brunswick
Corporation ("the Company") as a result of acting as
investment adviser to various investment companies registered
under Section 8 of the Investment Company Act of 1940.

The ownership of one investment company, Fidelity
Value Fund, amounted to 5,565,208 shares or 6.329% of the
Common Stock outstanding. Fidelity Value Fund has its
principal business office at 82 Devonshire Street, Boston,
Massachusetts 02109.

Edward C. Johnson 3d and FMR LLC, through its
control of Fidelity, and the funds each has sole power to
dispose of the 13,040,647 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d,
Chairman of FMR LLC, are the predominant owners, directly
or through trusts, of Series B voting common shares of FMR
LLC, representing 49% of the voting power of FMR LLC.
The Johnson family group and all other Series B shareholders
have entered into a shareholders' voting agreement under
which all Series B voting common shares will be voted in
accordance with the majority vote of Series B voting common
shares. Accordingly, through their ownership of voting
common shares and the execution of the shareholders' voting

agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Strategic Advisers, Inc., 82 Devonshire Street, Boston, MA 02109, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, provides investment advisory services to individuals. As such, FMR LLC's beneficial ownership includes 661 shares, or 0.001%, of the Common Stock stock outstanding of Brunswick Corporation, beneficially owned through Strategic Advisers, Inc.

Pyramis Global Advisors Trust Company ("PGATC"), 53 State Street, Boston, Massachusetts, 02109, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 229,767 shares or 0.261% of the outstanding Common Stock of the Brunswick Corporation as a result of its serving as investment manager of institutional accounts owning such shares.

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 229,767 shares and sole power to vote or to direct the voting of 229,767 shares of Common Stock owned by the institutional accounts managed by PGATC as reported above.

Fidelity International Limited ("FIL"), Pembroke Hall, 42 Crow Lane, Hamilton, Bermuda, and various foreign-based subsidiaries provide investment advisory and management services to a number of non-U.S. investment companies and certain institutional investors. FIL, which is a qualified institution under section 240.13d-1(b)(1) pursuant to an SEC No-Action letter dated October 5, 2000, is the beneficial owner of 1,400 shares or 0.002% of the Common Stock outstanding of the Company.

Partnerships controlled predominantly by members of the family of Edward C. Johnson 3d, Chairman of FMR LLC and FIL, or trusts for their benefit, own shares of FIL voting stock with the right to cast approximately 47% of the total votes which may be cast by all holders of FIL voting stock.

FMR LLC and FIL are separate and independent corporate entities, and their Boards of Directors are generally composed of different individuals.

FMR LLC and FIL are of the view that they are not acting as a "group" for purposes of Section 13(d) under the Securities Exchange Act of 1934 (the "1934" Act) and that they are not otherwise required to attribute to each other the "beneficial ownership" of securities "beneficially owned" by the other corporation within the meaning of Rule 13d-3 promulgated under the 1934 Act. Therefore, they are of the view that the shares held by the other corporation need not be aggregated for purposes of Section 13(d). However, FMR LLC is making this filing on a voluntary basis as if all of the shares are beneficially owned by FMR LLC and FIL on a joint basis.

SCHEDULE 13G - TO BE INCLUDED IN
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on December 07, 2007, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of Brunswick Corporation at November 30, 2007.

FMR LLC

By /s/ Eric D. Roiter
Eric D. Roiter

Duly authorized under Power of Attorney dated December 30, 1997, by and on behalf of FMR Corp. (now known as FMR LLC) and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Eric D. Roiter
Eric D. Roiter

Duly authorized under Power of Attorney dated December 30, 1997, by and on behalf of Edward C. Johnson
3d

Fidelity Management & Research Company

By /s/ Eric D. Roiter
Eric D. Roiter
Senior V.P. and General Counsel

Fidelity Value Fund

By /s/ Eric D. Roiter
Eric D. Roiter
Secretary