

BROWN FORMAN CORP
Form POS AM
July 28, 2005

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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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SIGNATURES

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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.

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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 28th 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.

| Signature | Title | Date |
|---------------------------|--|---------------|
| /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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| Signature | Title | Date |
|---|--------------|---------------|
| /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 | | |