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BROWN FORMAN CORP
Form S-8 POS
July 23, 2004

As Filed With the Securities and Exchange Commission
on July 23, 2004

Registration No. 333-88925

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 61-0143150
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

850 Dixie Highway
Louisville, Kentucky 40210
(Address of Principal Executive Offices)

BROWN-FORMAN CORPORATION
1994 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

Deregistration of Securities

Effective immediately upon the filing of this post-Effective Amendment No. 1 to Form S-8 Registration Statement (Registration No. 333-88925), Brown-Forman Corporation (the "Company") hereby deregisters 1,046,051 shares (calculated on a

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post split-adjusted basis) previously registered for sale under the Brown-Forman Corporation 1994 Omnibus Compensation Plan (the "1994 Plan"). The deregistered shares represent shares remaining available for grant upon the termination of the 1994 Plan on July 22, 2004. The Company adopted, effective July 22, 2004, the Brown-Forman Corporation 2004 Omnibus Compensation Plan (the "2004 Plan"), which replaces the 1994 Plan. Under the terms of the 2004 Plan, the shares deregistered hereby are available for grant under the 2004 Plan.

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 22nd day of July, 2004.

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 *Owsley Brown II | Chairman and Chief Executive Officer (Principal Executive Officer) Director | July 22, 2004 |
| /s/ Phoebe A. Wood Phoebe A. Wood | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | July 22, 2004 |
| /s/ William M. Street *William M. Street | Director | July 22, 2004 |
| /s/ Jane C. Morreau Jane C. Morreau | Vice President and Controller (Principal Accounting Officer) | July 22, 2004 |
| /s/ Barry D. Bramley *Barry D. Bramley | Director | July 22, 2004 |
| /s/ Geo. Garvin Brown III *Geo. Garvin Brown III | Director | July 22, 2004 |
| /s/ Donald G. Calder *Donald G. Calder | Director | July 22, 2004 |
| /s/ Owsley Brown Frazier *Owsley Brown Frazier | Director | July 22, 2004 |
| /s/ Richard P. Mayer *Richard P. Mayer | Director | July 22, 2004 |

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/s/ Stephen E. O'Neil Director July 22, 2004
*Stephen E. O'Neil

/s/ Dace Brown Stubbs Director July 22, 2004
*Dace Brown Stubbs

*By: /s/ Nelea A. Absher July 22, 2004
 Nelea A. Absher
 Assistant Vice President and Assistant
 Secretary
 Attorney-in-Fact for Each