

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