

BRIGGS & STRATTON CORP

Form 4

February 16, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHIELY JOHN S

2. Issuer Name **and** Ticker or Trading
Symbol
BRIGGS & STRATTON CORP
[BGG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
12301 WEST WIRTH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, CEO & President

WAUWATOSA, WI 532222110
(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2006		M	10,000 A	\$ 23.11	110,000	D
Common Stock	02/15/2006		S	10,000 D	\$ 0	100,000	D
Common Stock					7,700	I	By 401(k) (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options (rights to buy)	\$ 23.11	02/15/2006		M	10,000	08/03/2003	08/03/2007	Common Stock	10,000
Deferred Stock	\$ 0 ⁽²⁾					08/16/2010	⁽³⁾	Common Stock	14,920
Employee Stock Options (rights to buy)	\$ 24.6					08/07/2004	08/07/2008	Common Stock	92,540
Employee Stock Options (rights to buy)	\$ 23.35					08/13/2005	08/13/2009	Common Stock	79,920
Employee Stock Options (rights to buy)	\$ 38.83					08/16/2008	08/16/2010	Common Stock	105,720
Employee Stock Options (rights to buy)	\$ 30.44					08/15/2006	08/15/2013	Common Stock	242,240
Employee Stock Options (rights to buy)	\$ 36.68					08/13/2007	08/13/2014	Common Stock	348,560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIELY JOHN S 12301 WEST WIRTH STREET WAUWATOSA, WI 532222110	X		Chairman, CEO & President	

Signatures

By: Robert F.
Heath for 02/16/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) As of Quarterly Statement 12/31/05
- (2) Converts on a one to one basis.
- (3) Vested shares will be delivered to the reporting person on 8/16/2010

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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