

BRIGGS & STRATTON CORP

Form 4

May 08, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEYLON PAUL M

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)
05/05/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP & President Engine Prod

WAUWATOSA, WI 532222110

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					31,581 ⁽¹⁾	D	
Common Stock	05/05/2006		M		44,444	A	\$ 24.6
Common Stock	05/05/2006		S		44,444	D	\$ 0
Common Stock					31,581 ⁽¹⁾	D	
Common Stock					8,940	I	By 401(k) ⁽²⁾

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

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SEC 1474
(9-02)

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 or Number of Shares
Employee Stock Options (rights to buy)	\$ 24.6	05/05/2006		M	44,444	08/07/2004	08/07/2008	Common Stock	44,444
Employee Stock Options (rights to buy)	\$ 23.35					08/13/2005	08/13/2009	Common Stock	22,120
Employee Stock Options (rights to buy)	\$ 38.83					08/16/2008	08/16/2010	Common Stock	22,744
Employee Stock Options (rights to buy)	\$ 30.44					08/15/2006	08/15/2013	Common Stock	69,420
Employee Stock Options (rights to buy)	\$ 36.68					08/13/2007	08/13/2014	Common Stock	76,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director	10% Owner	Officer	Other
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NEYLON PAUL M
12301 WEST WIRTH STREET
WAUWATOSA, WI 532222110

Sr. VP &
President
Engine Prod

Signatures

By: Robert F.
Heath for

05/08/2006

__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) Includes 3,798 shares held in Dividend Reinvestment Program as of 4/1/2006
- (2) As of Quarterly Staetment 3/31/06.

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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