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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

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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  
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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

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