

SCHOEN MICHAEL D

Form 4

February 22, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHOEN MICHAEL D

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)
02/21/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP & President Int'l Power

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 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	02/21/2006		M		14,340	A	\$ 23.11
Common Stock	02/21/2006		S		14,340	D	\$ 0
Common Stock					5,407	I	By 401(k) (1)
Common Stock					4	I	By Daughter
Common Stock					4	I	By Son

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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)	\$ 23.11	02/21/2006		M	14,340	08/03/2003	08/03/2007	Common Stock	14,340
Deferred Stock	\$ 0 ⁽²⁾					08/16/2010	⁽³⁾	Common Stock	2,043
Employee Stock Options (rights to buy)	\$ 24.6					08/07/2004	08/07/2008	Common Stock	16,920
Employee Stock Options (rights to buy)	\$ 23.35					08/13/2005	08/13/2009	Common Stock	9,240
Employee Stock Options (rights to buy)	\$ 38.83					08/16/2008	08/16/2010	Common Stock	12,117
Employee Stock Options (rights to buy)	\$ 30.44					08/15/2006	08/15/2013	Common Stock	25,420
	\$ 36.68					08/13/2007	08/13/2014		37,560

Employee
Stock
Options
(rights to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHOEN MICHAEL D 12301 WEST WIRTH STREET WAUWATOSA, WI 532222110			Sr. VP & President Int't Power	

Signatures

/s/ Schoen,
Michael D. 02/22/2006

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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