

Registration No. 33-_____

As filed with the Securities and Exchange Commission on June 29, 1994

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933BRIGGS & STRATTON CORPORATION
(Exact name of registrant as specified in its charter)WISCONSIN
(State or other jurisdiction of
incorporation or organization)39-0182330
(I.R.S. Employer
Identification No.)12301 W. Wirth Street
Wauwatosa, Wisconsin
(Address of Principal Executive Offices)53222
(ZIP Code)THE BRIGGS & STRATTON CORPORATION
STOCK INCENTIVE PLAN
(Full title of the plan)THOMAS R. SAVAGE, ESQ.
General Counsel
BRIGGS & STRATTON CORPORATION
12301 W. Wirth Street
Wauwatosa, Wisconsin 53222Copy to:
THOMAS W. O'BRIEN, ESQ.
Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

(Name and address of agent for service)

(414) 259-5333
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.01 par value	1,250,000 shares	(2) (3)	\$86,093,750	\$29,688

- (1) The Plan provides for possible adjustment of the number, price and kind of shares covered by options and other stock incentive awards granted or to be granted in the event of certain capital or other changes affecting the Registrant's Common Stock. This Registration Statement therefore covers, in addition to the above stated 1,250,000 shares, an indeterminate number of shares that may become subject to the Plan by means of any such adjustment.
- (2) Pursuant to Rule 457(h), estimated solely for the purpose of computing the registration fee, based upon \$68.875 per share, which is the average of the high and low sales prices of the Registrant's Common Stock as reported on the New York Stock Exchange Composite Tape on June

23, 1994.

- (3) The actual offering price will be determined in accordance with the terms of the Plan.

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PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Information specified in Part I of Form S-8 (Items 1 and 2) will be sent or given to Plan participants as specified by Rule 428(b)(1) under the Securities Act of 1933.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

In accordance with General Instruction E to Form S-8 and because this Registration Statement only registers additional securities of the same class for which a registration statement has been filed, the contents of the following document filed by Briggs & Stratton Corporation (the "Registrant") with the Securities and Exchange Commission (Commission File No. 1-1370) are incorporated herein by reference:

The Registrant's Registration Statement on Form S-8 filed on February 21, 1991 (Registration No. 33-39113) relating to the Registrant's Stock Incentive Plan, as amended by Post-Effective Amendment No. 1 thereto filed on June 29, 1994.

ITEM 8. EXHIBITS.

See Exhibit Index following Signatures page in this Registration Statement, which Exhibit Index is incorporated herein by reference.

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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 Milwaukee, State of Wisconsin, on June 28, 1994.

BRIGGS & STRATTON CORPORATION
(Registrant)

By: /s/FREDERICK P. STRATTON, JR.
Frederick P. Stratton, Jr.
Chairman, President, and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Frederick P. Stratton, Jr. and Robert H. Eldridge, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and any other regulatory authority, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.*

SIGNATURE	TITLE
/s/FREDERICK P. STRATTON, JR. Frederick P. Stratton, Jr.	Chairman, President, and Chief Executive Officer and Director (Principal Executive Officer of the Registrant)
/s/ROBERT H. ELDRIDGE Robert H. Eldridge	Secretary-Treasurer and Director (Principal Financial Officer)
/s/JAMES E. BRENN James E. Brenn	Vice President and Controller (Principal Accounting Officer)

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/s/MICHAEL E. BATTEN Michael E. Batten	Director
/s/PETER A. GEORGESCU Peter A. Georgescu	Director
/s/SHELDON B. LUBAR Sheldon B. Lubar	Director
/s/RICHARD E. MARCEAU Richard E. Marceau	Director

/s/JOHN L. MURRAY Director
John L. Murray

/s/CLARENCE B. ROGERS, JR. Director
Clarence B. Rogers, Jr.

/s/ELWIN J. ZARWELL Director
Elwin J. Zarwell

* Each of these signatures is affixed as of June 28, 1994.

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BRIGGS & STRATTON CORPORATION
(THE "REGISTRANT")

EXHIBIT INDEX
TO
FORM S-8 REGISTRATION STATEMENT

EXHIBIT NUMBER	DESCRIPTION	INCORPORATED HEREIN BY REFERENCE TO	FILED HEREWITH	SEQUENTIAL PAGE NO.
4.1	Articles of Incorporation of the Registrant	Exhibit 3.1 to the Registrant's Form 8-B dated October 12, 1992 (the "Form 8-B")		
4.2	Bylaws of the Registrant	Exhibit 3.2 to the Form 8-B		
4.3	Rights Agreement dated as of December 20, 1989, between Briggs & Stratton Corporation and First Wisconsin Trust Company, which includes the form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Common Shares as Exhibit B	Exhibit 1 to Briggs & Stratton Corporation's Current Report on Form 8-K dated December 20, 1989		
5	Opinion of Counsel		X	
23.1	Consent of Arthur Andersen & Co.		X	
23.2	Consent of Counsel		Contained in Opinion filed as Exhibit 5	
24	Powers of Attorney		Signatures Page to this Registration Statement	
99	The Briggs & Stratton Corporation Stock Incentive Plan	Exhibit A to Briggs & Stratton Corporation's Proxy Statement dated September 9, 1993 for its Annual Meeting of Stockholders on October 20, 1993		

June 28, 1994

Briggs & Stratton Corporation
12301 W. Wirth Street
Wauwatosa, Wisconsin 53222

Gentlemen:

We are providing this opinion in connection with the Registration Statement of Briggs & Stratton Corporation, a Wisconsin corporation (the "Company"), on Form S-8 (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Act"), with respect to the proposed sale by the Company of up to 1,250,000 shares of Company Common Stock, par value \$0.01 per share (the "Shares"), upon the exercise of options granted under the Briggs & Stratton Corporation Stock Incentive Plan (the "Plan").

We have examined (i) the Registration Statement, (ii) the Company's Articles of Incorporation and Bylaws, (iii) the Plan, (iv) the corporate proceedings relating to the adoption of the Plan, the issuance of the Shares, and the organization of the Company, and (v) such other documents and records as we have deemed necessary in order to render this opinion. In rendering this opinion, we have relied as to certain factual matters on certificates of officers of the Company and of state officials.

Based upon the foregoing, it is our opinion that:

1. The Company is a corporation duly incorporated and validly existing under the laws of the State of Wisconsin.
2. The Shares, when issued and paid for as contemplated by the Registration Statement and the Plan, will be validly issued, fully paid and non-assessable by the Company, subject to the personal liability which may be imposed on shareholders by Section 180.0622(2)(b) of the Wisconsin Business Corporation Law, as judicially interpreted, for debts owing to employees for services performed, but not exceeding six months service in any one case. Although Section 180.0622(2)(b) provides that such personal liability of shareholders shall be "to an amount equal to the par value of shares owned by them respectively, and to the consideration for which their shares without par value was issued," the Wisconsin Supreme Court, by a split decision without a written opinion, has affirmed a judgment holding shareholders of a corporation liable under the substantially identical predecessor statute in effect prior to January 1, 1991 (Section 180.40(6)) for unpaid employee wages to an amount equal to the consideration for which their par value shares were issued rather than the shares' lower stated par value. Local 257 of Hotel

and Restaurant Employees and Bartenders International
Union v. Wilson Street East Dinner Playhouse, Inc., 126 Wis. 2d
284, 375 N.W.2d 664 (1985) (affirming the 1983 decision of the
Circuit Court for Dane County, Wisconsin, in Case No.
82-CV-0023).

We consent to the filing of this opinion as an Exhibit to the
Registration Statement. In giving this consent, we do not admit that we are
"experts" within the meaning of Section 11 of the Act, or that we come within
the category of persons whose consent is required by Section 7 of the Act. Mr.
Elwin J. Zarwell, a partner in our firm, is a director of the Company.

Very truly yours,

QUARLES & BRADY

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated July 30, 1993 included (or incorporated by reference) in Briggs & Stratton Corporation Form 10-K for the year ended June 27, 1993 and to all reference to our firm included in this registration statement.

ARTHUR ANDERSEN & CO.

Milwaukee, Wisconsin,
June 28, 1994.