

BROWN OWSLEY II
 Form 4
 December 14, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN OWSLEY II

2. Issuer Name and Ticker or Trading Symbol
BROWN FORMAN CORP [BFA, BFB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
850 DIXIE HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

LOUISVILLE, KY 40210
 (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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common	11/17/2005		G	V	329	D	\$ 0 173,949	D	
Class A Common							200,032	I	Breeze Hill Ltd Partnership
Class A Common							361,997	I	GRAT (Grantor Trust) '94
Class A Common							22,958	I	GRAT 12/01
Class A Common							99,964	I	Longview Ltd

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Class A Common	529,610	I	Ltd Partnership Poplar Terr
Class A Common	1,992.352	I	GB Ltd Ptn
Class A Common	3,444.6	I	Partnership/Nectar
Class A Common	438,008.6	I	GANYMO Trust/Partnership
Class A Common	869,006	I	WLLB B Trust/Remainder
Class A Common	172,598	I	By Spouse
Class B Common	1,056	D	
Class B Common	1,302	I	Longview Ltd Ptn
Class B Common	115.478	I	GB Ltd Ptn
Class B Common	3,300	I	Partnership/Hebe
Class B Common	924,017	I	GANYMO Trust/Partnership
Class B Common	881,381	I	WLLB B Trust/Remainder

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

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(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)		Title

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		Date Exercisable	Expiration Date		Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 46.58	05/01/2007	04/30/2014	Class B Common	63,381
Non-Qualified Stock Option (right to buy)	\$ 24.56	05/01/2000	04/30/2007	Class B Common	54,306
Non-Qualified Stock Option (right to buy)	\$ 25.22	05/01/2003	04/30/2010	Class B Common	79,084
Non-Qualified Stock Option (right to buy)	\$ 30.63	05/01/2001	04/30/2008	Class B Common	50,722
Non-Qualified Stock Option (right to buy)	\$ 31.13	05/01/2002	04/30/2009	Class B Common	54,514
Non-Qualified Stock Option (right to buy)	\$ 32.11	05/01/2005	04/30/2012	Class B Common	79,272
Non-Qualified Stock Option (right to buy)	\$ 34.17	05/01/2004	04/30/2011	Class B Common	62,526
Non-Qualified Stock Option (right to buy)	\$ 50	05/01/2006	08/31/2007	Class B Common	600
Non-Qualified Stock Option (right to buy)	\$ 39.23	05/01/2006	04/30/2013	Class B Common	79,210

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN OWSLEY II 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	X	X	Chairman & CEO	

Signatures

Nelea A. Absher, Attn In Fact for: Owsley
Brown II

12/14/2005

**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).

Remarks:

Filing of this form should not be construed as an admission that the filing person is, for purposes of Section 16 of the Securities

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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