

Brown J McCauley
Form 4
August 24, 2012

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 J McCauley

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)
07/13/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

LOUISVILLE, KY 40210

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common | | | | | 17,854 | D | |
| Class A Common | | | | | 548,926 | I | By Brown Ventures, LLC |
| Class A Common | | | | | 28,000 | I | By MAE LLC |
| Class A Common | | | | | 231,933 | I | By GRAT |
| Class A Common | | | | | 32,081 | I | By JMB Irrev Trust |

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| | | | | | | | | |
|-------------------|------------|---|-------|---|----------------------------|--------------------------|---|------------------------------|
| Class A Common | | | | | | 2,584.692 | I | By children |
| Class A Common | | | | | | 30,172 | I | By Spouse |
| Class B Common | 07/13/2012 | M | 1,375 | A | \$ 35.83 | 46,385 | D | |
| Class B Common | 07/13/2012 | F | 810 | D | \$ 95.67 | 45,575 | D | |
| Class B Common | 07/13/2012 | M | 1,189 | A | \$ 45.53 | 46,764 | D | |
| Class B Common | 07/13/2012 | F | 780 | D | \$ 95.67 | 45,984 | D | |
| Class B Common | 07/13/2012 | M | 2,564 | A | \$ 55.69 | 48,548 | D | |
| Class B Common | 07/13/2012 | F | 1,860 | D | \$ 95.67 | 46,688 | D | |
| Class B Common | 07/13/2012 | M | 2,936 | A | \$ 53.8 | 49,624 | D | |
| Class B Common | 07/13/2012 | F | 2,091 | D | \$ 95.67 | 47,533 | D | |
| Class B Common | 07/13/2012 | M | 2,696 | A | \$ 56.58 | 50,229 | D | |
| Class B Common | 07/13/2012 | F | 1,972 | D | \$ 95.67 | 48,257 | D | |
| Class B Common | 07/13/2012 | S | 3,247 | D | \$ 96.558 <u>(1)</u> | 45,010 | D | |
| Class B Common | | | | | | 137,231 | I | By Brown Ventures, LLC |
| Class B Common | | | | | | 3,775.696 ⁽²⁾ | I | BF 401(k) Plan |
| Class B Common | | | | | | 393 | I | By Children |
| Class B Common | | | | | | 7,543 | I | By Spouse |

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

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(9-02)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 35.83 | 07/13/2012 | | M | 1,375 | 05/01/2007 04/30/2014 | Class B Common | 1,375 | |
| Stock Appreciation Right | \$ 45.53 | 07/13/2012 | | M | 1,189 | 05/01/2008 04/30/2015 | Class B Common | 1,189 | |
| Stock Appreciation Right | \$ 55.69 | 07/13/2012 | | M | 2,564 | 05/01/2009 04/30/2016 | Class B Common | 2,564 | |
| Stock Appreciation Right | \$ 53.8 | 07/13/2012 | | M | 2,936 | 05/01/2010 04/30/2017 | Class B Common | 2,936 | |
| Stock Appreciation Right | \$ 56.58 | 07/13/2012 | | M | 2,696 | 05/01/2011 04/30/2018 | Class B Common | 2,696 | |
| Restricted Stock Unit | (3) | | | | | (4) (4) | Class B Common | 81 | |
| Restricted Stock Unit | (3) | | | | | (5) (5) | Class B Common | 57 | |
| Restricted Stock Unit | (3) | | | | | (6) (6) | Class B Common | 48 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown J McCauley 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | X | |

Signatures

Diane M. Barhorst, Atty. in Fact for J. McCauley
Brown

08/24/2012

__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).

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$96.37 to \$96.75 , inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of
- (1) Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
 - (2) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of July 26, 2012.
 - (3) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
 - (4) The Restricted Stock Units were granted July 23, 2009, and vest April 30, 2013.
 - (5) The Restricted Stock Units were granted on July 22, 2010, and vest April 30, 2014.
 - (6) The Restricted Stock Units were granted on July 28, 2011, and vest April 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.