

Brown J McCauley
Form 4
April 25, 2012

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

OMB
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(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)
01/09/2012

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

LOUISVILLE, KY 40210

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common								17,854 ⁽¹⁾	D	
Class A Common								548,926	I	By Brown Ventures, LLC
Class A Common								28,000	I	By MAE LLC
Class A Common	01/06/2012		G		10,756	D	\$ 0	231,933 ⁽¹⁾	I	By GRAT
Class A Common	01/06/2012		G		10,756	A	\$ 0	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	45,010	D	
Class B Common	137,231	I	By Brown Ventures, LLC
Class B Common	3,762.18 ⁽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)

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
Non-Qualified Stock Option (right to buy)	\$ 35.83							05/01/2007	04/30/2014	Class B Common	1,375
Stock Appreciation Right	\$ 45.53							05/01/2008	04/30/2015	Class B Common	1,189
	\$ 55.69							05/01/2009	04/30/2016		2,564

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Stock Appreciation Right					Class B Common	
Stock Appreciation Right	\$ 53.8	05/01/2010	04/30/2017		Class B Common	2,936
Stock Appreciation Right	\$ 56.58	05/01/2011	04/30/2018		Class B Common	2,696
Restricted Stock Unit	(3)	(4)	(4)		Class B Common	817
Restricted Stock Unit	(3)	(5)	(5)		Class B Common	575
Restricted Stock Unit	(3)	(6)	(6)		Class B Common	488

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 02/23/2012

____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).
- (1) Adjusted to reflect shares transferred between reporting person's direct holdings and GRATs of which the reporting person is trustee and sole annuitant.
- (2) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of April 24, 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.
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