

MORREAU JANE C
Form 4
May 02, 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 *
MORREAU JANE C

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)
04/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Director Finance

LOUISVILLE 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common | 04/30/2012 | | F | 283 ⁽¹⁾ | \$ 84.59 ₍₂₎ | D | |
| Class B Common | | | | | 35 | D | |
| Class B Common | | | | | 1,493.107 ⁽³⁾ | D | |

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

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SEC 1474 (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 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) | \$ 30.18 | | | | | 05/01/2006 | 04/30/2013 | Class B Common | 3,741 |
| Non-Qualified Stock Option (right to buy) | \$ 35.83 | | | | | 05/01/2007 | 04/30/2014 | Class B Common | 3,309 |
| Stock Appreciation Right | \$ 45.53 | | | | | 05/01/2008 | 04/30/2015 | Class B Common | 2,859 |
| Stock Appreciation Right | \$ 55.69 | | | | | 07/27/2006 | 04/30/2016 | Class B Common | 5,270 |
| Stock Appreciation Right | \$ 53.8 | | | | | 05/01/2010 | 04/30/2017 | Class B Common | 5,830 |
| Stock Appreciation Right | \$ 56.58 | | | | | 05/01/2011 | 04/30/2018 | Class B Common | 4,474 |
| Stock Appreciation Right | \$ 43.1 | | | | | 05/01/2012 | 04/30/2019 | Class B Common | 7,192 |
| Stock Appreciation Right | \$ 61.24 | | | | | 05/01/2013 | 04/30/2020 | Class B Common | 7,899 |
| Stock Appreciation Right | \$ 73.95 | | | | | 05/01/2014 | 04/30/2021 | Class B Common | 9,013 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORREAU JANE C 850 DIXIE HIGHWAY LOUISVILLE 40210 | | | SVP, Director Finance | |

Signatures

Diane M. Barhorst, Attn in Fact for: Jane C.
Morreau

05/03/2012

__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) To satisfy tax withholding obligations associated with the July 24, 2008 grant of Class A common stock that vested on April 30, 2012, the reporting person surrendered 283 shares of Class A common stock.
- (2) The closing price of BF-A (\$84.59) on April 30, 2012 was used to calculate the tax withholding obligation.
- (3) Includes shares acquired through the Brown-Forman Corporation Employee Stock Purchase Program as of close of business on May 1, 2012.

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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