

BROWN FORMAN CORP
Form 4
December 27, 2016

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 *
Holland Augusta Brown

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)
12/22/2016

Director 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)
 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) Code V Amount (D) Price			
Class B Common					430,568 ⁽¹⁾	I	Hebe Three Limited Partnership
Class A Common					633,674 ⁽²⁾	I	Hebe Three Limited Partnership
Class B Common					1,930 ⁽³⁾	I	Holland Family Trust
Class B Common					404,678 ⁽⁴⁾	I	OB2 Marital Trust
					1,770 ⁽⁵⁾	I	

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Class A Common							OB2 Martial Trust
Class A Common				24 ⁽⁶⁾	I		OB2 Reverse QTIP Trust
Class B Common				102,896 ⁽⁷⁾	I		OB2 Reverse QTIP Trust
Class B Common				190,970 ⁽⁸⁾	I		OB3 GST Exempt Trust
Class A Common				6,660,230 ⁽⁹⁾	I		Olympus Three LLC
Class B Common				13,407,282 ⁽¹⁰⁾	I		Olympus Three LLC
Class B Common				10,218 ⁽¹¹⁾	I		Trust fbo Augusta Holland
Class A Common				40,878 ⁽¹²⁾	I		Trust fbo Augusta Holland
Class B Common				348,560 ⁽¹³⁾	I		Trust fbo Barzun Children
Class B Common				1,820 ⁽¹⁴⁾	I		Trust fbo Child-1
Class B Common				192,392 ⁽¹⁵⁾	I		Trust fbo Children

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
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(Instr. 3,
4, and 5)

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(16)</u>	Code	V	(A)	(D)	<u>(17)</u>	<u>(17)</u>	Class A Common	3,381.661 <u>(18)</u>
Deferred Stock Units	<u>(19)</u>					<u>(17)</u>	<u>(17)</u>	Class A Common	1,183.28 <u>(20)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holland Augusta Brown 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	X	X		

Signatures

Michael E. Carr, Jr., Attorney in Fact for Augusta Brown
Holland

12/27/2016

__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) In August 2016, the Class A and Class B common stock of Brown-Forman Corporation split 2-1, resulting in the reporting person's acquisition of 215,284 additional shares.
 - (2) Reflects the acquisition of 316,837 additional shares in the August 2016 stock split.
 - (3) Reflects the acquisition of 962 additional shares in the August 2016 stock split, and the correction of a prior mathematical error.
 - (4) Reflects the acquisition of 202,339 additional shares in the August 2016 stock split.
 - (5) Reflects the acquisition of 885 additional shares in the August 2016 stock split.
 - (6) Reflects the acquisition of 12 additional shares in the August 2016 stock split.
 - (7) Reflects the acquisition of 51,448 additional shares in the August 2016 stock split.
 - (8) Reflects the acquisition of 95,485 additional shares in the August 2016 stock split.
 - (9) Reflects the acquisition of 3,330,115 additional shares in the August 2016 stock split.
 - (10) Reflects the acquisition of 6,703,641 additional shares in the August 2016 stock split.
 - (11) Reflects the acquisition of 5,109 additional shares in the August 2016 stock split.
 - (12) Reflects the acquisition of 20,439 additional shares in the August 2016 stock split.
 - (13) Reflects the acquisition of 174,280 additional shares in the August 2016 stock split.
 - (14) Reflects the acquisition of 910 additional shares in the August 2016 stock split.

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- (15) Reflects the acquisition of 96,196 additional shares in the August 2016 stock split.
- (16) Under the Brown-Forman Corporation Non-Employee Director Deferred Stock Unit Program, each DSU represents the right to receive one share of the Company's Class A common stock. On each dividend payment date, participants are credited with DSU equivalents.
- (17) Annual grants of DSUs vest over the course of the Board year. DSUs are paid out in Class A common stock on the first February 1 that is at least six months following the Director's termination from Board service.
- (18) Updated to reflect the August 2016 stock split.
- (19) Under the Brown-Forman Non-Employee Director Deferred Stock Unit Program each DSU represents the right to receive one share of the Company's Class A common stock. On each dividend payment date, participants are credited with DSU equivalents.
- (20) Updated to reflect the August 2016 stock split.

Remarks:

2nd of 2 Forms

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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