

Brown J McCauley
Form 4
August 01, 2011

FORM 4

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

OMB APPROVAL

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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)
07/28/2011

____ Director
____ Officer (give title below)
 10% Owner
____ 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) | Price | | |
| Class A Common | | | | | 89,868 | D | |
| Class A Common | | | | | 548,926 | I | By Brown Ventures, LLC |
| Class A Common | | | | | 28,000 | I | By MAE LLC |
| Class A Common | | | | | 170,675 | I | By GRAT |
| Class A Common | | | | | 21,325 | 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 | 3,713.504 ⁽¹⁾ | I | BF 401(k) Plan |
| Class B Common | 137,231 ⁽⁵⁾ | I | By Brown Ventures, LLC |
| 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) | Amount or Number of Shares |
|----------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) ⁽⁷⁾ | \$ 35.83 ⁽⁸⁾ | | | | | 05/01/2007 04/30/2014 | Class B Common | 1,375 ⁽⁸⁾ |
| Stock Appreciation Right ⁽⁷⁾ | \$ 45.53 ⁽⁹⁾ | | | | | 05/01/2008 04/30/2015 | Class B Common | 1,189 ⁽⁹⁾ |
| | | | | | | 05/01/2009 04/30/2016 | | |

| | | | | | | | | | |
|-----------------------------------------|--------------------------|------------|---|----------------|----------------|----------------|--|----------------|-----------------------|
| Stock Appreciation Right ⁽⁷⁾ | \$ 55.69 ⁽¹⁰⁾ | | | | | | | Class B Common | 2,564 ⁽¹⁰⁾ |
| Stock Appreciation Right ⁽⁷⁾ | \$ 53.8 ⁽¹¹⁾ | | | 05/01/2010 | 04/30/2017 | | | Class B Common | 2,930 ⁽¹¹⁾ |
| Stock Appreciation Right ⁽⁷⁾ | \$ 56.58 ⁽¹²⁾ | | | 05/01/2011 | 04/30/2018 | | | Class B Common | 2,690 ⁽¹²⁾ |
| Restricted Stock Unit ⁽⁷⁾ | ⁽²⁾ | | | ⁽³⁾ | ⁽³⁾ | | | Class B Common | 817 ⁽¹⁾ |
| Restricted Stock Unit ⁽⁷⁾ | ⁽²⁾ | | | ⁽⁴⁾ | ⁽⁴⁾ | | | Class B Common | 575 ⁽¹⁾ |
| Restricted Stock Unit | ⁽²⁾ | 07/28/2011 | A | 488 | ⁽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 08/01/2011

⁽¹⁾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) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of July 28, 2011
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (3) The Restricted Stock Units were granted July 23, 2009, and vest April 30, 2013.
- (4) The Restricted Stock Units were granted on July 22, 2010, and vest April 30, 2014.
- (5) Total updated to correct the number of shares held following the merger of Brown FLIP into Brown Ventures, LLC as previously reported, with no change in the reporting person's pecuniary interest therein.
- (6) The Restricted Stock Units were granted July 28, 2011 and vest April 30, 2015.
- (7) All outstanding derivative security amounts and exercise prices were adjusted on December 10, 2010, the record date for the Issuer's December 28, 2010 special cash dividend.
- (8) These option were previously reported as covering 1,355 shares at an exercise price of \$36.35 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (9)

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These stock appreciation rights were previously reported as covering 1,172 shares at an exercise price of \$46.19, but were adjusted to reflect the December 28, 2010 special cash dividend.

- (10) These stock appreciation rights were previously reported as covering 2,527 shares at an exercise price of \$56.50, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (11) These stock appreciation rights were previously reported as covering 2,894 shares at an exercise price of \$54.58, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (12) These stock appreciation rights were previously reported as covering 2,657 shares at an exercise price of \$57.40, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (13) These restricted stock unit amount was previously reported as covering 805 shares, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (14) These restricted stock unit amount was previously reported as covering 567 shares, but were adjusted to reflect the December 28, 2010 special cash dividend.

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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