

Barzun Brooke Brown
Form 4
January 14, 2013

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 *
Barzun Brooke 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 HWY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/11/2012

____ 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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common					236,106 ⁽²⁾	D	
Class A Common					2,500 ⁽³⁾	I	Spouse
Class A Common					14,154 ⁽⁴⁾	I	GRAT
Class A Common	01/10/2013		J ⁽¹⁾	50,371 D \$ 63.49	203,474 ⁽⁵⁾	I	BBB Revocable Trust
Class A Common	01/10/2013		J ⁽¹⁾	31,501 A \$ 63.49	31,501	I	BBB 2011 GRAT

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Class A Common	01/10/2013	<u>J</u> ⁽¹⁾	9,813	A	\$ 63.49	9,813	I	BBB 2010 GRAT
Class A Common	01/10/2013	<u>J</u> ⁽¹⁾	9,057	A	\$ 63.49	9,057	I	BBB 2002 GRAT
Class A Common						101,320 ⁽⁶⁾	I	Hackberry Manor LP
Class A Common						79,545 ⁽⁷⁾	I	Hackberry II LP
Class A Common						60,273 ⁽⁸⁾	I	Hackberry 2007 LP
Class A Common						150,000 ⁽⁹⁾	I	Hackberry 2010 LLC
Class A Common						18 ⁽¹⁰⁾	I	Eleanor Lee Trusts
Class B Common						316,837 ⁽¹¹⁾	I	Hebe Three Limited Partnership
Class A Common						13,063 ⁽¹²⁾	I	Woodford Partners Kentucky, LLC
Class A Common						49,257 ⁽¹³⁾	I	Longview Charitable LP
Class A Common						67,714 ⁽¹⁴⁾	I	Trust fbo Owsley Brown III
Class A Common						4,704 ⁽¹⁵⁾	I	Trust fbo child
Class A Common						8,518 ⁽¹⁶⁾	I	Trust fbo child
Class A Common						8,518 ⁽¹⁶⁾	I	Trust fbo child
Class A Common						1,470 ⁽¹⁷⁾	I	Trust fbo children
Class A Common						740,610 ⁽¹⁸⁾	I	Guilford-Brown LP
Class A Common						20,439 ⁽¹⁹⁾	I	Trust fbo Brooke Barzun
Class A Common						3,330,115 ⁽²⁰⁾	I	Olympus Three LLC
Class B Common	12/24/2012	G V	97,007	D	\$ 0	27,832 ⁽²¹⁾	D	

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Class B Common						355 ⁽²²⁾	I	Spouse		
Class B Common	07/11/2012		W	V	12	A	\$ 0	49,779 ⁽²³⁾	I	BBB Revocable Trust
Class B Common	12/24/2012		G	V	49,779	D	\$ 0	0	I	BBB Revocable Trust
Class B Common								25,329 ⁽²⁴⁾	I	Hackberry Manor LP
Class B Common								19,885 ⁽²⁵⁾	I	Hackberry II LP
Class B Common								4,942 ⁽²⁶⁾	I	Hackberry 2007 LP

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barzun Brooke Brown 850 DIXIE HWY LOUISVILLE, KY 40210		X		

Signatures

Diane M. Barhorst, Atty in Fact for Brooke Brown
Barzun

01/14/2013

__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).
On January 10, 2013, the reporting person transferred shares from a revocable trust to three GRATs in which she has a pecuniary interest in exchange for cash. The reporting person disclaims beneficial ownership of shares held by trusts and entities set forth on this form except to the extent of her pecuniary interest therein.
- (1) On August 10, 2012, the Class A and Class B common stock of Brown-Forman Corporation split 3-2, resulting in the reporting person's acquisition of 78,702 additional shares of Class A common stock.
- (2) Includes additional 833 Class A shares issued in the August 2012 stock split.
- (3) Includes additional 4,718 Class A shares issued in the August 2012 stock split.
- (4) Includes additional 84,615 Class A shares issued in the August 2012 stock split.
- (5) Includes additional 33,773 Class A shares issued in the August 2012 stock split.
- (6) Includes additional 26,515 Class A shares issued in the August 2012 stock split.
- (7) Includes additional 20,091 Class A shares issued in the August 2012 stock split.
- (8) Includes additional 50,000 Class A shares issued in the August 2012 stock split.
- (9) Includes additional 6 Class A shares issued in the August 2012 stock split.
- (10) Includes additional 105,612 Class A shares issued in the August 2012 stock split.
- (11) Includes additional 4,354 Class A shares issued in the August 2012 stock split.
- (12) Includes additional 16,419 Class A shares issued in the August 2012 stock split.
- (13) Includes additional 22,571 Class A shares issued in the August 2012 stock split.
- (14) Includes additional 1,568 Class A shares issued in the August 2012 stock split.
- (15) Includes additional 2,839 Class A shares issued in the August 2012 stock split.
- (16) Includes additional 490 Class A shares issued in the August 2012 stock split.
- (17) Includes additional 246,870 Class A shares issued in the August 2012 stock split.
- (18) Includes additional 6,813 Class A shares issued in the August 2012 stock split.
- (19) Includes additional 1,110,038 Class A shares issued in the August 2012 stock split.
- (20) Includes additional 41,613 Class B shares issued in the August 2012 stock split.
- (21) Includes additional 118 Class B shares issued in the August 2012 stock split.
- (22) Includes additional 16,589 Class B shares issued in the August 2012 stock split.
- (23) Includes additional 8,443 Class B shares issued in the August 2012 stock split.
- (24) Includes additional 6,628 Class B shares issued in the August 2012 stock split.
- (25) Includes additional 1,647 Class B shares issued in the August 2012 stock split.

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.