

BROWN FORMAN CORP
Form 4
May 03, 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 *
WELCH JAMES S JR

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)
04/30/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

LOUISVILLE, KY 40210

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common | 04/30/2016 | | F | | 2,001 (1) \$ 103.71 (2) | 42,504 | D |
| Class B Common | | | | | | 25,002 | 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 |
| Stock Appreciation Right | \$ 33.76 | | | | | 05/01/2010 04/30/2017 | Class B Common 23,938 |
| Stock Appreciation Right | \$ 35.51 | | | | | 05/01/2011 04/30/2018 | Class B Common 21,971 |
| Stock Appreciation Right | \$ 43.1 | | | | | 05/01/2012 04/30/2019 | Class B Common 31,498 |
| Stock Appreciation Right | \$ 38.43 | | | | | 05/01/2013 04/30/2020 | Class B Common 31,470 |
| Stock Appreciation Right | \$ 46.4 | | | | | 05/01/2014 04/30/2021 | Class B Common 22,345 |
| Stock Appreciation Right | \$ 58.7 | | | | | 05/01/2015 04/30/2022 | Class B Common 20,186 |
| Stock Appreciation Right | \$ 72.42 | | | | | 05/01/2016 04/30/2023 | Class B Common 14,758 |
| Stock Appreciation Right | \$ 91.97 | | | | | 05/01/2017 04/30/2024 | Class B Common 13,349 |
| Stock Appreciation Right | \$ 102.25 | | | | | 05/01/2018 04/30/2025 | Class B Common 6,887 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| WELCH JAMES S JR 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | X | | Vice Chairman | |

Signatures

| | |
|--|------------|
| Kelly A. Bowen, Attorney in Fact for James L. Welch, Jr. | 05/03/2016 |
| __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) To satisfy withholding obligations associated with the July 26, 2012 grant of Class A common stock that vested on April 30, 2016, the reporting person surrendered 2,001 shares of Class A common stock.
 - (2) The closing price of BF-A (\$103.71) on April 29, 2016 was used to calculate the withholding obligation.

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.