

Brown Martin S JR  
 Form 4  
 June 12, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 Martin 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)

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

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

850 DIXIE HIGHWAY

06/08/2012

(Street)

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

LOUISVILLE, KY 40210

(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 (D) Price  |   |  |                                   |
| Class A Common                  | 06/08/2012                           |  | J <sup>(1)</sup>               | 13,626 A 12   | 186,340   | D  |                                   |
| Class A Common                  |                                      |  |                                |   | 30  | I  | By Spouse                         |
| Class A Common                  |                                      |  |                                |   | 1,500   | I  | Trust f/b/o Children              |
| Class A Common                  |                                      |  |                                |   | 5,508   | I  | UTMA f/b/o Child                  |
| Class A Common                  |                                      |  |                                |   | 1,682   | I  | UTMA f/b/o Child                  |

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|                   |            |                  |        |   |     |        |   |                         |
|-------------------|------------|------------------|--------|---|-----|--------|---|-------------------------|
| Class A<br>Common | 06/08/2012 | J <sup>(1)</sup> | 13,626 | D | (2) | 0      | I | Trust                   |
| Class B<br>Common | 06/08/2012 | J <sup>(1)</sup> | 13,358 | D | (2) | 28,371 | D |                         |
| Class B<br>Common |            |                  |        |   |     | 7      | I | By Spouse               |
| Class B<br>Common |            |                  |        |   |     | 375    | I | Trust f/b/o<br>Children |
| Class B<br>Common |            |                  |        |   |     | 2,502  | I | UTMA<br>f/b/o Child     |
| Class B<br>Common |            |                  |        |   |     | 795    | I | UTMA<br>f/b/o Child     |
| Class B<br>Common | 06/08/2012 | J <sup>(1)</sup> | 13,358 | A | (2) | 16,764 | I | Trust                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
| Stock Appreciation Right                   | \$ 58  |                                      |  |                                |   | 05/26/2006      04/30/2015                               | Class B Common      477                                       |
| Stock Appreciation Right                   | \$ 55.69   |                                      |  |                                |   | 07/27/2006      04/30/2016                               | Class B Common      3,023                                     |
| Stock Appreciation Right                   | \$ 53.8  |                                      |  |                                |   | 07/26/2007      04/30/2017                               | Class B Common      3,756                                     |

|                                |          |            |            |                   |        |
|--------------------------------|----------|------------|------------|-------------------|--------|
| Stock<br>Appreciation<br>Right | \$ 56.58 | 07/24/2008 | 04/30/2018 | Class B<br>Common | 3,447  |
| Stock<br>Appreciation<br>Right | \$ 43.1  | 07/23/2009 | 04/30/2019 | Class B<br>Common | 4,236  |
| Deferred<br>Stock Units        | (3)      | (4)        | (4)        | Class B<br>Common | 985.38 |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Brown Martin S JR<br>850 DIXIE HIGHWAY<br>LOUISVILLE, KY 40210 | X             |           |         |       |

## Signatures

Laura H. Pulliam, Atty. in Fact for Martin S.  
Brown, Jr. 06/12/2012

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) On June 8, 2012, the reporting person exchanged 13,626 Class A shares, indirectly held in a trust, for an economically equivalent number of Class B shares (13,358) held directly.
- (2) BFA and BFB closing prices as of June 7, 2012, were used to determine approximate economic equivalency. For BFA, \$86.63; for BFB, \$88.36.
- (3) Each deferred stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (4) The deferred stock units vest over the course of the Board year. Vested shares will be delivered to the reporting person on the first February 1st that is at least 6 months following the Director's termination from Board service.

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.