

Brown J McCauley
Form 5
June 13, 2012

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Brown J McCauley

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
BROWN FORMAN CORP [BFA, BFB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
04/30/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

850 DIXIE HIGHWAY
(Street)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Class A Common | 12/10/2011 | ^ | G | 1,800 | D | \$ 0 | 16,054 | D | ^ |
| Class A Common | ^ | ^ | ^ | ^ | ^ | ^ | 548,926 | I | By Brown Ventures LLC |
| Class A Common | ^ | ^ | ^ | ^ | ^ | ^ | 28,000 | I | By MAE LLC |
| Class A Common | ^ | ^ | ^ | ^ | ^ | ^ | 231,933 | I | By GRAT |

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| | | | | | | | | | |
|----------------|------------|---|----|-----|---|-------|-------------------------|---|-----------------------|
| Class A Common | Â | Â | Â | Â | Â | Â | 32,081 | I | By JMB Irrev Trust |
| Class A Common | 12/10/2011 | Â | G | 300 | A | \$ 0 | 2,884.692 | I | By children |
| Class A Common | 12/14/2011 | Â | P4 | 179 | A | \$ 76 | 3,063.692 | I | By Children |
| Class A Common | Â | Â | Â | Â | Â | Â | 30,172 | I | By Spouse |
| Class B Common | Â | Â | Â | Â | Â | Â | 45,010 | D | Â |
| Class B Common | Â | Â | Â | Â | Â | Â | 137,231 | I | By Brown Ventures LLC |
| Class B Common | Â | Â | Â | Â | Â | Â | 3,762.18 ⁽¹⁾ | I | BF 401(k) Plan |
| Class B Common | Â | Â | Â | Â | Â | Â | 393 | I | By Children |
| Class B Common | Â | Â | Â | Â | Â | Â | 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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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 35.83 | Â | Â | Â | Â | 05/01/2007 | 04/30/2014 | Class B Common | 1,3 |
| Stock Appreciation | \$ 45.53 | Â | Â | Â | Â | 05/01/2008 | 04/30/2015 | Class B Common | 1,1 |

Right

| | | | | | | | | | | |
|--------------------------|----------|---|---|---|---|---|------------|------------|----------------|-----|
| Stock Appreciation Right | \$ 55.69 | Â | Â | Â | Â | Â | 05/01/2009 | 04/30/2016 | Class B Common | 2,5 |
| Stock Appreciation Right | \$ 53.8 | Â | Â | Â | Â | Â | 05/01/2010 | 04/30/2017 | Class B Common | 2,9 |
| Stock Appreciation Right | \$ 56.58 | Â | Â | Â | Â | Â | 05/01/2011 | 04/30/2018 | Class B Common | 2,6 |
| Restricted Stock Unit | Â | Â | Â | Â | Â | Â | Â (3) | Â (3) | Class B Common | 81 |
| Restricted Stock Unit | Â | Â | Â | Â | Â | Â | Â (4) | Â (4) | Class B Common | 57 |
| Restricted Stock Unit | Â | Â | Â | Â | Â | Â | Â (5) | Â (5) | Class B Common | 48 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown J McCauley 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | Â | Â X | Â | Â |

Signatures

Laura H. Pulliam, Atty. in Fact for J. McCauley
Brown 06/13/2012

__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) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of April 30, 2012.
- (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 July 22, 2010, and vest April 30, 2014.
- (5) The Restricted Stock Units were granted July 28, 2011, and vest April 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.