

Joy Catherine Frazier
 Form 5
 June 14, 2011

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 *
 Joy Catherine Frazier
 (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)
 04/30/2011

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

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

6. Individual or Joint/Group Reporting
 (check applicable line)

850 DIXIE HWY
 (Street)

LOUISVILLE, KY 40210
 (City) (State) (Zip)

___X___ 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) | (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 B Common | ^ | ^ | ^ | ^ | ^ | ^ | 326,366 ⁽¹⁾ | D | ^ |
| Class B Common | ^ | ^ | ^ | ^ | ^ | ^ | 20,484 ⁽²⁾ | I | Spouse |
| Class B Common | ^ | ^ | ^ | ^ | ^ | ^ | 3,262 ⁽³⁾ | I | Caitlin Joy UTMA |
| Class B Common | ^ | ^ | ^ | ^ | ^ | ^ | 5,930 ⁽⁴⁾ | I | Charles Joy UTMA |

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| | | | | | | | | | |
|----------------|---|---|---|---|---|---|-------------------------|---|---|
| Class B Common | Â | Â | Â | Â | Â | Â | 13,849 ⁽⁵⁾ | I | Christopher Joy UTMA |
| Class B Common | Â | Â | Â | Â | Â | Â | 8,750 ⁽⁶⁾ | I | Alexander Joy UTMA |
| Class B Common | Â | Â | Â | Â | Â | Â | 27,364 ⁽⁷⁾ | I | Annnsley Thornton Trust |
| Class B Common | Â | Â | Â | Â | Â | Â | 2,457 | I | Avish Agincourt LLC |
| Class B Common | Â | Â | Â | Â | Â | Â | 200 ⁽⁹⁾ | I | Caitlin Joy IMA ⁽⁸⁾ |
| Class B Common | Â | Â | Â | Â | Â | Â | 200 ⁽⁹⁾ | I | Charles Joy IMA ⁽⁸⁾ |
| Class B Common | Â | Â | Â | Â | Â | Â | 200 ⁽⁹⁾ | I | Christopher Joy IMA ⁽⁸⁾ |
| Class B Common | Â | Â | Â | Â | Â | Â | 200 ⁽⁹⁾ | I | Alexander Joy IMA ⁽⁸⁾ |
| Class B Common | Â | Â | Â | Â | Â | Â | 206.516 ⁽¹⁰⁾ | I | C.F. Joy Irrev. Trust FBO Caitlin Joy |
| Class B Common | Â | Â | Â | Â | Â | Â | 206.516 ⁽¹⁰⁾ | I | C.F. Joy Irrev. Trust FBO Charles Joy |
| Class B Common | Â | Â | Â | Â | Â | Â | 206.516 ⁽¹⁰⁾ | I | C.F. Joy Irrev. Trust FBO Christopher Joy |
| Class B Common | Â | Â | Â | Â | Â | Â | 206.516 ⁽¹⁰⁾ | I | C.F. Joy Irrev. Trust FBO Alexander Joy |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of | 8. Price of Derivative | 9. of |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|------------------------|------------------------|-------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | D | |
|---------------------|--|----------------------|-----------------|---|------------------|--|---------------------|-------|----------------------------|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Joy Catherine Frazier 850 DIXIE HWY LOUISVILLE, KY 40210 | Â | Â X | Â | Â |

Signatures

Diane Barhorst, Attorney in Fact for Catherine Joy 06/14/2011

**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) In October 2008, Brown-Forman Corporation completed a stock distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. This total has been adjusted to reflect 90,650 Class B Shares received through the distribution.
 - (2) This total has been adjusted to reflect 7,188 Class B shares received through the Issuer's October 2008 stock distribution.
 - (3) This total has been adjusted to reflect 1,442 Class B shares received through the Issuer's October 2008 stock distribution.
 - (4) This total has been adjusted to reflect 2,592 Class B shares received through the Issuer's October 2008 stock distribution.
 - (5) This total has been adjusted to reflect 5,813 Class B shares received through the Issuer's October 2008 stock distribution.
 - (6) This total has been adjusted to reflect 3,834 Class B shares received through the Issuer's October 2008 stock distribution.
 - (7) This total has been adjusted to reflect 12,984 Class B shares received through the Issuer's October 2008 stock distribution.
 - (8) The shares in this account were transferred from a custodial account as of March 1, 2011.
 - (9) This total has been adjusted to reflect 36 Class B shares received through the Issuer's October 2008 stock distribution, and to correct a prior reporting error.
 - (10) This total has been adjusted to reflect 37 Class B shares received through the Issuer's October 2008 stock distribution, and to reflect shares acquired under the Brown-Forman Dividend Reinvestment Plan.

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.