

Brown J McCauley  
Form 4  
August 01, 2011

**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 \*  
Brown J McCauley

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)  
07/28/2011

\_\_\_\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                   |
| Class A Common                  |                                      |                                                    |                                |                                                                   | 89,868                                                                                        | D                                                        |                                   |
| Class A Common                  |                                      |                                                    |                                |                                                                   | 548,926                                                                                       | I                                                        | By Brown Ventures, LLC            |
| Class A Common                  |                                      |                                                    |                                |                                                                   | 28,000                                                                                        | I                                                        | By MAE LLC                        |
| Class A Common                  |                                      |                                                    |                                |                                                                   | 170,675                                                                                       | I                                                        | By GRAT                           |
| Class A Common                  |                                      |                                                    |                                |                                                                   | 21,325                                                                                        | I                                                        | By JMB Irrev Trust                |

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|                   |                          |   |                              |
|-------------------|--------------------------|---|------------------------------|
| Class A<br>Common | 2,584.692                | I | By children                  |
| Class A<br>Common | 30,172                   | I | By Spouse                    |
| Class B<br>Common | 45,010                   | D |                              |
| Class B<br>Common | 3,713.504 <sup>(1)</sup> | I | BF 401(k)<br>Plan            |
| Class B<br>Common | 137,231 <sup>(5)</sup>   | I | By Brown<br>Ventures,<br>LLC |
| Class B<br>Common | 393                      | I | By<br>Children               |
| Class B<br>Common | 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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(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                         |
| Non-Qualified Stock Option (right to buy) <sup>(7)</sup> | \$ 35.83 <sup>(8)</sup>                                |                                      |                                                    |                                |                                                                                         | 05/01/2007      04/30/2014                               | Class B Common      1,375 <sup>(8)</sup>                      |
| Stock Appreciation Right <sup>(7)</sup>                  | \$ 45.53 <sup>(9)</sup>                                |                                      |                                                    |                                |                                                                                         | 05/01/2008      04/30/2015                               | Class B Common      1,189 <sup>(9)</sup>                      |
|                                                          |                                                        |                                      |                                                    |                                |                                                                                         | 05/01/2009      04/30/2016                               |                                                               |



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These stock appreciation rights were previously reported as covering 1,172 shares at an exercise price of \$46.19, but were adjusted to reflect the December 28, 2010 special cash dividend.

- (10) These stock appreciation rights were previously reported as covering 2,527 shares at an exercise price of \$56.50, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (11) These stock appreciation rights were previously reported as covering 2,894 shares at an exercise price of \$54.58, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (12) These stock appreciation rights were previously reported as covering 2,657 shares at an exercise price of \$57.40, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (13) These restricted stock unit amount was previously reported as covering 805 shares, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (14) These restricted stock unit amount was previously reported as covering 567 shares, but were adjusted to reflect the December 28, 2010 special cash dividend.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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