

McCallum Mark I
Form 4
March 15, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCallum Mark I

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)
03/14/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP/Pres Eur Afr Asia Pac TR

LOUISVILLE, KY 40210

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common				(A) or (D)	Price	21,754.5 ⁽¹⁾	D
Class B Common	03/14/2013	03/14/2013	M	15,844	A \$ 18.94	15,844	D
Class B Common	03/14/2013	03/14/2013	F	8,387	D \$ 68.48	7,457	D
Class B Common	03/14/2013	03/14/2013	S	7,457	D \$ 68.58 ⁽²⁾	0	D
Class B Common						27 ⁽³⁾	I By son

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Securities
Non-Qualified Stock Option (right to buy)	\$ 18.94 <u>(4)</u> <u>(14)</u>	03/14/2013		M	15,844	07/24/2003	04/30/2013	Class B Common	15,844
Non-Qualified Stock Option (right to buy)	\$ 22.49 <u>(4)</u> <u>(5)</u>					05/01/2007	04/30/2014	Class B Common	11,844 <u>(4)</u>
Stock Appreciation Right	\$ 28.58 <u>(4)</u> <u>(6)</u>					05/01/2008	04/30/2015	Class B Common	16,844 <u>(4)</u>
Stock Appreciation Right	\$ 34.95 <u>(4)</u> <u>(7)</u>					07/27/2006	04/30/2016	Class B Common	4,844 <u>(4)</u>
Stock Appreciation Right	\$ 33.76 <u>(4)</u> <u>(8)</u>					05/01/2010	04/30/2017	Class B Common	15,844 <u>(4)</u>
Stock Appreciation Right	\$ 35.51 <u>(4)</u> <u>(9)</u>					05/01/2011	04/30/2018	Class B Common	14,844 <u>(4)</u>
Stock Appreciation Right	\$ 27.05 <u>(4)</u> <u>(10)</u>					05/01/2012	04/30/2019	Class B Common	23,844 <u>(4)</u>
Stock Appreciation Right	\$ 38.43 <u>(4)</u> <u>(11)</u>					05/01/2013	04/30/2020	Class B Common	20,844 <u>(4)</u>
Stock Appreciation Right	\$ 46.4 ⁽⁴⁾ <u>(12)</u>					05/01/2014	04/30/2021	Class B Common	23,844 <u>(4)</u>

05/01/2015	04/30/2022	Class B Common	24 (4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCallum Mark I 850 DIXIE HIGHWAY LOUISVILLE, KY 40210			EVP/Pres Eur Afr Asia Pac TR	

Signatures

Holli H. Lewis, Atty in Fact for Mark
McCallum

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 August 10, 2012, the Class A and Class B common stock of Brown-Forman Corporation split 3-2, resulting in the reporting person's acquisition of 7,251.5 additional shares of Class A common stock.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.53 to \$68.67 inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (3) Includes 9 additional Class B shares of common stock issued in the August stock split.
 - (4) All outstanding derivative security amounts and exercise prices were adjusted on December 27, 2012, the record date for the Issuer's December 12, 2012 special cash dividend.
 - (5) These SSARs were previously reported as covering 6,992 shares at an exercise price of \$35.83, but were adjusted to reflect the August 2012 stock split.
 - (6) These SSARs were previously reported as covering 10,569 shares at an exercise price of \$45.53, but were adjusted to reflect the August 2012 stock split.
 - (7) These SSARs were previously reported as covering 2,895 shares at an exercise price of \$55.69, but were adjusted to reflect the August 2012 stock split.
 - (8) These SSARs were previously reported as covering 10,012 shares at an exercise price of \$53.80, but were adjusted to reflect the August 2012 stock split.
 - (9) These SSARs were previously reported as covering 9,190 shares at an exercise price of \$56.58, but were adjusted to reflect the August 2012 stock split.
 - (10) These SSARs were previously reported as covering 14,705 shares at an exercise price of \$43.10, but were adjusted to reflect the August 2012 stock split.
 - (11) These SSARs were previously reported as covering 12,834 shares at an exercise price of \$61.24, but were adjusted to reflect the August 2012 stock split.
 - (12) These SSARs were previously reported as covering 14,521 shares at an exercise price of \$73.95, but were adjusted to reflect the August 2012 stock split.
 - (13) These SSARs were previously reported as covering 15,597 shares at an exercise price of \$93.54, but were adjusted to reflect the August 2012 stock split.

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- (14) These stock options were previously reported as covering 9,941 shares at an exercise price of \$30.18, but were adjusted to reflect the August 2012 stock split.

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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