

Brown George Garvin IV
Form 4
April 02, 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 *
Brown George Garvin IV

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)

820 DIXIE HWY

(Street)

LOUISVILLE, KY 40210

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2013

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

Executive Vice President

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 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)
			Code	V Amount (A) or (D) Price			
Class A Common	12/11/2012		G	V 820 D \$ 0	231,330 ⁽¹⁾	D	
Class A Common	12/27/2012		G	V 2,240 D \$ 0	229,090	D	
Class A Common	04/01/2013		J ⁽¹⁶⁾	49,090 D \$ 73.6	180,000	D	
Class A Common	12/27/2012		G	V 2,240 A \$ 0	4,146 ⁽⁶⁾	I	By Spouse
Class A Common	04/01/2013		J ⁽¹⁶⁾	44,000 A \$ 73.6	44,000	I	2012 GRAT

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Class A Common	04/01/2013	<u>J⁽¹⁶⁾</u>	5,090	A	\$ 73.6	5,090	I	2010 GRAT
Class A Common						603,232 <u>(2)</u>	I	GGB4 2012 LLC
Class A Common						3,963,535 <u>(3)</u>	I	CBGB LLC
Class A Common						529,554 <u>(4)</u>	I	GGB4 2010#1 LLC
Class A Common						5,128 <u>(5)</u>	I	Crummey Trust
Class A Common						21 <u>(7)</u>	I	By G. Garvin Brown III estate
Class B Common	04/01/2013	<u>J⁽¹⁶⁾</u>	17,418	D	\$ 73.6	221,053 <u>(8)</u>	D	
Class B Common	04/01/2013	M	1,880	A	\$ 18.94	1,880	D	
Class B Common	04/01/2013	<u>J⁽¹⁶⁾</u>	17,418	A	\$ 73.6	17,418	I	2010 GRAT
Class B Common						28,843 <u>(9)</u>	I	GGB4 2012 LLC
Class B Common						540,883 <u>(10)</u>	I	CBGB, LLC
Class B Common						78,300 <u>(11)</u>	I	GGB4 2010 #2 LLC
Class B Common						2,269 <u>(12)</u>	I	Crummey Trust
Class B Common						11,401.18 <u>(13)</u>	I	401(k) Plan
Class B Common						2,746 <u>(14)</u>	I	By G. Garvin Brown III estate

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

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(9-02)

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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 Underlying Security (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)	\$ 18.94	04/01/2013		M	1,880	05/01/2006	04/30/2013	Class B Common	1,880
Non-Qualified Stock Option (right to buy)	\$ 22.49 (15)					05/01/2007	04/30/2014	Class B Common	3,000 (15)
Stock Appreciation Right	\$ 28.58 (15)					05/01/2008	04/30/2015	Class B Common	1,000 (15)
Stock Appreciation Right	\$ 34.95 (15)					05/01/2009	04/30/2016	Class B Common	1,400 (15)
Stock Appreciation Right	\$ 33.76 (15)					05/01/2010	04/30/2017	Class B Common	1,600 (15)
Stock Appreciation Right	\$ 35.51 (15)					05/01/2011	04/30/2018	Class B Common	1,500 (15)
Stock Appreciation Right	\$ 27.05 (15)					05/01/2012	04/30/2019	Class B Common	4,700 (15)
Restricted Stock Unit	(15) (17)					(19)	(19)	Class B Common	882
Restricted Stock Unit	(15) (17)					(20)	(20)	Class B Common	3,300 (15)
Deferred Stock Unit	(15) (18)					(21)	(21)	Class B Common	3,100 (15)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown George Garvin IV 820 DIXIE HWY LOUISVILLE, KY 40210	X		Executive Vice President	

Signatures

Laura H. Pulliam, Attorney in Fact for George Garvin
Brown IV

04/02/2013

__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).
- 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 60,000 additional shares of Class A common stock. Also reflects acquisition of 52,150 shares resulting from the termination of the Trust u/a FBO Geo. Garvin Brown IV, a revocable trust.
- (1) Includes 201,077 additional Class A shares of common stock issued in the August stock split
 - (2) Includes 1,321,178 additional Class A shares of common stock issued in the August stock split
 - (3) Includes 176,518 additional Class A shares of common stock issued in the August stock split
 - (4) Includes 1,709 additional Class A shares of common stock issued in the August stock split
 - (5) Includes 635 additional Class A shares of common stock issued in the August stock split
 - (6) Includes 7 additional Class A shares of common stock issued in the August stock split
 - (7) Includes 74,094 additional Class B shares of common stock issued in the August stock split. Also reflects acquisition of 16,188 shares resulting from the termination of the Trust u/a FBO Geo. Garvin Brown IV, a revocable trust.
 - (8) Includes 9,614 additional Class B shares of common stock issued in the August stock split
 - (9) Includes 180,294 additional Class B shares of common stock issued in the August stock split
 - (10) Includes 26,100 additional Class B shares of common stock issued in the August stock split
 - (11) Includes 756 additional Class B shares of common stock issued in the August stock split
 - (12) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of March 31, 2013
 - (13) Includes 915 additional Class B shares of common stock issued in the August stock split
 - (14) All outstanding derivative security amounts and exercise prices were adjusted to reflect the Issuer's August stock split and again on December 27, 2012, the record date for the Issuer's December 12, 2012 special cash dividend.
 - (15) Represents transfer of stock to the undersigned's GRAT in exchange for cash held by the GRAT.
 - (16) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
 - (17) Under the Brown-Forman Corporation Non-Employee Director Deferred Stock Unit Program each DSU represents the right to receive one share of the Company's Class B common stock.
 - (18) The restricted stock units vest April 30, 2014.
 - (19) The restricted stock units vest April 30, 2015.
 - (20) Annual grants of DSUs vest over the course of the Board year. DSUs are paid out in class B common stock on the first February 1 that is at least six months following the Director's termination from Board service.
 - (21)

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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