

BROWN OWSLEY II
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 *
BROWN OWSLEY II

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
04/30/2011

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

850 DIXIE HIGHWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOUISVILLE, KY 40210

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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
				(A) or (D) Amount Price			
Class A Common	01/05/2011	^	G	5,859 D \$0	121,641	D	^
Class A Common	^	^	^	^ ^ ^	336,517	I	GRAT 1994
Class A Common	^	^	^	^ ^ ^	544,084	I	GRAT 2001
Class A Common	^	^	^	^ ^ ^	198,032	I	Longview LP
	^	^	^	^ ^ ^	1,612	I	

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Class A Common										Guilford-Brown LP
Class A Common	Â	Â	Â	Â	Â	Â	3,789	I		Nectar LP
Class A Common	Â	Â	Â	Â	Â	Â	438,009	I		Ganymede LP
Class A Common	Â	Â	Â	Â	Â	Â	2,113,839	I		Olympus Three, LLC
Class A Common	12/31/2010	Â	G	2.2902	A	\$ 0	2.2902	I		Driftwood Holding LLC
Class A Common	01/14/2011	Â	G	54.9648	A	\$ 0	57.255	I		Driftwood Holding, LLC
Class A Common	01/05/2011	Â	G	189	A	\$ 0	173,768	I		Spouse
Class B Common	Â	Â	Â	Â	Â	Â	68,677	D		Â
Class B Common	Â	Â	Â	Â	Â	Â	84,129	I		GRAT 1994
Class B Common	Â	Â	Â	Â	Â	Â	140,482	I		GRAT 2001
Class B Common	Â	Â	Â	Â	Â	Â	52,643	I		GRAT 2002
Class B Common	Â	Â	Â	Â	Â	Â	43,499	I		Longview, LP
Class B Common	Â	Â	Â	Â	Â	Â	947	I		Nectar LP
Class B Common	Â	Â	Â	Â	Â	Â	488,932	I		Hebe, LP
Class B Common	Â	Â	Â	Â	Â	Â	3,171	I		Hebe Non-Exempt Trust fbo Owsley Brown II
Class B Common	Â	Â	Â	Â	Â	Â	1,092	I		Hebe Exempt Trust fbo Owsley Brown II
Class B Common	Â	Â	Â	Â	Â	Â	1,208,770.5	I		Ganymede, LP
Class B Common	Â	Â	Â	Â	Â	Â	4,075,678	I		Olympus Three, LLC
	Â	Â	Â	Â	Â	Â	24	I		

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Class B Common									Owsley Brown Trust B
Class B Common	12/31/2010	Â	G	0.599	A	\$ 0	0.599	I	Driftwood Holding, LLC
Class B Common	01/14/2011	Â	G	14.376	A	\$ 0	14.975	I	Driftwood Holding, LLC
Class B Common	Â	Â	Â	Â	Â	Â	26,298	I	Grandchildren's Equalization Trust 1998
Class B Common	Â	Â	Â	Â	Â	Â	43,270	I	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN OWSLEY II 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	Â	Â X	Â	Â

Signatures

Diane M. Barhorst, Atty in Fact for Owsley
Brown II 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).

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.