

Joy Catherine Frazier
 Form 4
 August 12, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
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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 *
 Joy Catherine Frazier

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)
 12/30/2010

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common | | | | | 126,884 | D | |
| Class A Common | | | | | 15,456 | I | Spouse |
| Class A Common | | | | | 3,948 | I | Caitlin Joy UTMA |
| Class A Common | | | | | 7,032 | I | Charles Joy UTMA |
| Class A Common | | | | | 15,216 | I | Christopher Joy UTMA |

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| | | | | | | | | | |
|-------------------|------------|------------------------|---|---------|---|--------------------------|--------------------------|------------------------------|----------------------------|
| Class A Common | | | | | | 10,422 | I | Alexander Joy UTMA | |
| Class A Common | 12/30/2010 | <u>G⁽¹⁾</u> | V | 131,554 | A | \$ 0 | 5,653,921 ⁽²⁾ | I | Avish Agincourt, LLC |
| Class A Common | 01/03/2011 | <u>G⁽³⁾</u> | V | 56,380 | A | \$ 0 | 5,653,921 | I | Avish Agincourt, LLC |
| Class A Common | | | | | | 37,556 | I | Annsley Thornton Trust | |
| Class B Common | | | | | | 326,366 | D | | |
| Class B Common | | | | | | 20,484 | I | Spouse | |
| Class B Common | | | | | | 3,262 | I | Caitlin Joy UTMA | |
| Class B Common | | | | | | 5,930 | I | Charles Joy UTMA | |
| Class B Common | | | | | | 13,849 | I | Christopher Joy UTMA | |
| Class B Common | | | | | | 8,750 | I | Alexander Joy UTMA | |
| Class B Common | | | | | | 27,364 | I | Annsley Thornton Trust | |
| Class B Common | 12/30/2010 | <u>G⁽¹⁾</u> | V | 117,531 | A | \$ 0 | 5,051,236 ⁽²⁾ | I | Avish Agincourt, LLC |
| Class B Common | 01/03/2011 | <u>G⁽³⁾</u> | V | 50,370 | A | \$ 0 | 5,051,236 | I | Avish Agincourt, LLC |
| Class B Common | | | | | | 4,933,817 ⁽⁴⁾ | I | Avish Agincourt, LLC | |
| Class B Common | | | | | | 200 | I | Caitlin Joy IMA | |
| Class B Common | | | | | | 200 | I | Charles Joy IMA | |
| Class B Common | | | | | | 200 | I | Christopher Joy IMA | |
| | | | | | | 200 | I | | |

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| | | | | | | |
|-------------------|--|---------|---|--|--|---|
| Class B Common | | | | | | Alexander Joy IMA |
| Class B Common | | 206.516 | I | | | C.F. Joy Irrev. Trust FBO Caitlin Joy |
| Class B Common | | 206.516 | I | | | C.F. Joy Irrev. Trust FBO Charles Joy |
| Class B Common | | 206.516 | I | | | C.F. Joy Irrev. Trust FBO Christopher Joy |
| Class B Common | | 206.516 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (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 HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

| | |
|---|------------|
| Diane M. Barhorst, Attorney in Fact for Catherine Frazier Joy | 08/11/2011 |
| __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) Represents separate gifts of Avish Agincourt LLC limited liability units to the four children of the reporting person.
- (2) The reporting person has elected to begin reporting all shares held by Avish Agincourt LLC, but disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.
- (3) Represents gifts of Avish Agincourt LLC limited liability company units to the reporting person.
- (4) On April 6, 2011, Avish Agincourt, LLC redeemed certain limited liability company units held by one of its members, but the reporting person's beneficial ownership did not change. The total has been updated to reflect the effect of the redemption.

Note: File three copies of this Form, one of which must be manually signed. If space 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.