

Brown J McCauley
Form 4
August 24, 2012

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)
08/14/2012

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Class A Common | | | | | 26,781 ⁽¹⁾ | D | |
| Class A Common | 08/14/2012 | | J ⁽³⁾ | 84,274 A \$ 59.33 | 907,663 ⁽²⁾ | I | By Brown Ventures, LLC |
| Class A Common | | | | | 42,000 ⁽⁴⁾ | I | By MAE LLC |
| Class A Common | | | | | 347,899 ⁽⁵⁾ | I | By GRAT |
| Class A Common | | | | | 48,121 ⁽⁶⁾ | I | By JMB Irrev Trust |

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| | | | | | | | | | |
|-------------------|------------|--|------------------|--------|---|------------------------------|-------------------------|-------------------|------------------------------|
| Class A Common | | | | | | 3,877 ⁽⁷⁾ | I | By children | |
| Class A Common | | | | | | 45,258 ⁽⁸⁾ | I | By Spouse | |
| Class B Common | | | | | | 67,515 ⁽⁹⁾ | D | | |
| Class B Common | 08/14/2012 | | J ⁽³⁾ | 81,327 | D | \$ 61.48 | 124,519 ⁽¹⁰⁾ | I | By Brown Ventures, LLC |
| Class B Common | | | | | | 5,663.546 ⁽¹¹⁾ | I | BF 401(k) Plan | |
| Class B Common | | | | | | 589 ⁽¹²⁾ | I | By Children | |
| Class B Common | | | | | | 11,314 ⁽¹³⁾ | 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) | 8. Price of Derivative Security (Instr. 5) | |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Unit | ⁽¹⁸⁾ | | | | | ⁽¹⁹⁾ | ⁽¹⁹⁾ | Class B Common | 1,225 ⁽¹⁴⁾ |
| Restricted Stock Unit | ⁽¹⁸⁾ | | | | | ⁽²⁰⁾ | ⁽²⁰⁾ | Class B Common | 862 ⁽¹⁵⁾ |
| Restricted Stock Unit | ⁽¹⁸⁾ | | | | | ⁽²¹⁾ | ⁽²¹⁾ | Class B Common | 732 ⁽¹⁶⁾ |

| | | | | | |
|--------------------------|------|------|------|-------------------|----------|
| Restricted Stock Unit | (18) | (22) | (22) | Class B Common | 238 (17) |
|--------------------------|------|------|------|-------------------|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown J McCauley 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

Diane M. Barhorst, Atty. in Fact for J. McCauley
Brown

08/24/2012

**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) 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 8,927 additional shares of common stock.
- (2) Reflects the acquisition of 274,463 additional shares issued in the August 2012 stock split.
- (3) On August 14, 2012, the filing person exchanged 81,327 class B shares held in a trust for 84,274 class A shares held by his sister. Each of the transactions in the exchange was valued at approximately \$5 million based on the closing prices of BFA and BFB reported on the New York Stock Exchange on August 13, 2012.
- (4) Reflects the acquisition of 14,000 additional shares issued in the August 2012 stock split.
- (5) Reflects the acquisition of 115,966 additional shares issued in the August 2012 stock split.
- (6) Reflects the acquisition of 16,040 additional shares issued in the August 2012 stock split.
- (7) Reflects the acquisition of 1,292 additional shares issued in the August 2012 stock split.
- (8) Reflects the acquisition of 15,086 additional shares issued in the August 2012 stock split.
- (9) Reflects the acquisition of 22,505 additional shares issued in the August 2012 stock split.
- (10) Reflects the acquisition of 68,615 additional shares issued in the August 2012 stock split.
- (11) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of August 16, 2012, and adjusted to reflect the additional shares issued in the August 2012 stock split.
- (12) Reflects the acquisition of 196 additional shares issued in the August 2012 stock split.
- (13) Reflects the acquisition of 3,771 additional shares issued in the August 2012 stock split.
- (14) Reflects the acquisition of 408 additional restricted shares issued in the August 2012 stock split.
- (15) Reflects the acquisition of 287 additional restricted shares issued in the August 2012 stock split.
- (16) Reflects the acquisition of 244 additional restricted shares issued in the August 2012 stock split.
- (17) Reflects the acquisition of 79 additional restricted shares issued in the August 2012 stock split.
- (18) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (19) The Restricted Stock Units were granted July 23, 2009, and vest April 30, 2013.
- (20) The Restricted Stock Units were granted on July 22, 2010, and vest April 30, 2014.

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(21) The Restricted Stock Units were granted on July 28, 2011, and vest April 30, 2015.

(22) The Restricted Stock Units were granted on July 26, 2012, and vest April 30, 2016.

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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