

de Chabert Ralph E
Form 4
May 02, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
de Chabert Ralph E

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)
04/30/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Chief Diversity Officer

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 (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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Class B Common | 04/30/2018 | | M | 365 | A \$ 0 | 3,562 ⁽¹⁾ | D |
| Class B Common | 04/30/2018 | | F | 139 | D \$ 56.04 | 3,423 | D |
| | | | | | ⁽²⁾ | | |

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.**

SEC 1474
(9-02)

Edgar Filing: de Chabert Ralph E - Form 4

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (3) | 04/30/2018 | | M | 365 | 04/30/2018 (4) | Class B Common 365 |
| Stock Appreciation Right | \$ 10.62 (5) | | | | | 05/01/2012 04/30/2019 | Class B Common 1,503 (5) |
| Stock Appreciation Right | \$ 18.217 (6) | | | | | 05/01/2014 04/30/2021 | Class B Common 4,374 (6) |
| Stock Appreciation Right | \$ 28.433 (7) | | | | | 05/01/2016 04/30/2023 | Class B Common 1,471 (7) |
| Stock Appreciation Right | \$ 36.109 (8) | | | | | 05/01/2017 04/30/2024 | Class B Common 1,700 (8) |
| Stock Appreciation Right | \$ 40.145 (9) | | | | | 05/01/2018 04/30/2025 | Class B Common 7,152 (9) |
| Stock Appreciation Right | \$ 38.481 (10) | | | | | 05/01/2019 04/30/2026 | Class B Common 8,192 (10) |
| Stock Appreciation Right | \$ 39.757 (11) | | | | | 05/01/2020 04/30/2027 | Class B Common 6,910 (11) |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| de Chabert Ralph E | SVP, Chief Diversity Officer |

850 DIXIE HIGHWAY
LOUISVILLE, KY 40210

Signatures

Michael E. Carr, Jr., Attorney in Fact for Ralph E. de
Chabert

05/02/2018

____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 February 28, 2018, the issuer completed a stock split resulting in the distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. On April 23, 2018, the issuer paid a special cash dividend. Total has been updated to reflect the acquisition of 640 additional shares in the February 2018 stock split.
- (1) The closing price of BF-B on April 30, 2018 was used to calculate the withholding obligation.
- (3) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (4) The restricted stock units were granted July 24, 2014, and vested April 30, 2018.
- (5) These stock appreciation rights were previously reported as covering 1,180 shares at an exercise price of \$13.525, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (6) These stock appreciation rights were previously reported as covering 3,434 shares at an exercise price of \$23.20, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (7) These stock appreciation rights were previously reported as covering 1,154 shares at an exercise price of \$36.21, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (8) These stock appreciation rights were previously reported as covering 1,334 shares at an exercise price of \$45.985, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (9) These stock appreciation rights were previously reported as covering 5,616 shares at an exercise price of \$51.125, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (10) These stock appreciation rights were previously reported as covering 6,432 shares at an exercise price of \$49.005, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (11) These stock appreciation rights were previously reported as covering 5,425 shares at an exercise price of \$50.63, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.

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.