

BROWN FORMAN CORP
 Form 4
 April 06, 2006

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

(Last) (First) (Middle)

850 DIXIE HIGHWAY

(Street)

LOUISVILLE, KY 40210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BROWN FORMAN CORP [BFA, BFB]

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

04/05/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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. Code | 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) |
|---------------------------------|--------------------------------------|--|---------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common | | | | | 258,542 | D | |
| Class A Common | | | | | 21,900 | I | JMB Revocable Trust |
| Class A Common | 04/05/2006 | | S(1) | V 1,100 D \$ 77.52 | 2,900 | I | Estate Executor |
| Class A Common | 04/05/2006 | | S(1) | V 2,900 D \$ 77 | 0 | I | Estate Executor |
| Class A Common | | | | | 8,600 | I | Brown FLIP |

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| | | | |
|-------------------|-----------|---|---------------------------|
| Class A Common | 88,439.36 | I | Brown Ventures, LLC |
| Class A Common | 1,855.065 | I | By Children |
| Class A Common | 30,000 | I | By Spouse |
| Class B Common | 59,005 | D | |
| Class B Common | 2,137.32 | I | BF 401(k) Plan |

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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|--|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 34.17 | | | | | 05/01/2004 | 04/30/2011 | Class B Common | 1,038 |
| Non-Qualified Stock Option (right to buy) | \$ 50 | | | | | 05/01/2006 | 08/31/2007 | Class B Common | 600 |
| Non-Qualified Stock Option (right to buy) | \$ 32.11 | | | | | 05/01/2005 | 04/30/2012 | Class B Common | 1,322 |
| Non-Qualified Stock Option | \$ 39.23 | | | | | 05/01/2006 | 04/30/2013 | Class B Common | 1,320 |

(right to buy)

| | | | | | |
|---|----------|------------|------------|-------------------|-------|
| Non-Qualified Stock Option (right to buy) | \$ 46.56 | 05/01/2007 | 04/30/2014 | Class B Common | 1,058 |
|---|----------|------------|------------|-------------------|-------|

| | | | | | |
|--------------------------------|----------|------------|------------|-------------------|-----|
| Stock Appreciation Right | \$ 59.18 | 05/01/2008 | 04/30/2015 | Class B Common | 914 |
|--------------------------------|----------|------------|------------|-------------------|-----|

Reporting Owners

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

Signatures

/s/ Diane M. Barhorst 04/06/2006

__Signature of Date
Reporting Person

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) These shares, held by the estate of the filer's father, were inadvertently reported as beneficially owned by the filer on a Form 3 filed on 3/23/06. The shares were never transferred from the estate to the filer.

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.