

Barzun Brooke Brown
Form 4
July 03, 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 *
Barzun Brooke Brown

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 HWY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2012

____ 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) | Price | | |
| Class B Common | | | | | 83,226 | D | |
| Class B Common | | | | | 237 | I | Spouse |
| Class B Common | | | | | 33,178 | I | BBB Revocable Trust |
| Class B Common | | | | | 16,886 | I | Hackberry Manor LP |
| Class B Common | | | | | 13,257 | I | Hackberry II LP |

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| | | | | | | | | |
|-------------------|------------|-------------------------|---------|---|------------------|-----------|---|--------------------------------------|
| Class B Common | | | | | | 3,295 | I | Hackberry 2007 LP |
| Class B Common | | | | | | 125 | I | UTMA |
| Class B Common | | | | | | 375 | I | UTMA |
| Class B Common | | | | | | 375 | I | UTMA |
| Class B Common | | | | | | 1,320 | I | Owsley Brown II IRA |
| Class B Common | | | | | | 26,298 | I | CLB Grandchildren Eq. Tr. |
| Class B Common | | | | | | 8,597 | I | Eleanor Lee Trusts |
| Class B Common | | | | | | 364 | I | Hebe Exempt Trust |
| Class B Common | 06/29/2012 | <u>J</u> ⁽¹⁾ | 100,230 | D | \$ 96.975 | 3,887,215 | I | Hebe Three Limited Partnership |
| Class B Common | 06/29/2012 | S | 65,200 | D | \$ <u>(2)</u> | 3,822,015 | I | Hebe Three Limited Partnership |
| Class B Common | 07/02/2012 | S | 99,210 | D | \$ <u>(3)</u> | 3,722,805 | I | Hebe Three Limited Partnership |
| Class B Common | 07/02/2012 | S | 1,590 | D | \$ <u>(4)</u> | 3,721,215 | I | Hebe Three Limited Partnership |
| Class B Common | 07/03/2012 | S | 28,245 | D | \$ <u>(5)</u> | 3,692,970 | I | Hebe Three Limited Partnership |
| Class B Common | 07/03/2012 | S | 755 | D | \$ <u>(6)</u> | 3,692,215 | I | Hebe Three Limited Partnership |
| Class B Common | | | | | | 12,800 | I | Longview Charitable LP |
| Class B Common | | | | | | 405 | I | Trust fbo child |
| Class B Common | | | | | | 1,041 | I | Trust fbo child |
| | | | | | | 1,041 | I | Trust fbo child |

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| | | | | | | | | | |
|-------------------|------------|--|------------------|---------|---|--------------|-----------|---|----------------------------|
| Class B Common | | | | | | | | | |
| Class B Common | | | | | | 245 | I | | Trust fbo children |
| Class B Common | | | | | | 3,406 | I | | Trust fbo Brooke Barzun |
| Class B Common | 06/29/2012 | | J ⁽¹⁾ | 100,231 | A | \$ 96,975 | 4,469,094 | I | Olympus Three, LLC |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Barzun Brooke Brown 850 DIXIE HWY LOUISVILLE, KY 40210 | | X | | |

Signatures

Diane M. Barhorst, Atty in Fact for Brooke Brown
Barzun 07/03/2012

 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 June 29, 2012, Hebe Three Limited Partnership redeemed limited partnership units held by Olympus Three, LLC. The reporting person disclaims beneficial ownership of all shares held by such entities except to the extent of his pecuniary interest therein.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.50 to \$97.4425, inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.46 to \$97.43, inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.47 to \$97.92, inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) to this Form 4.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$96.00 to \$96.99, inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (5) to this Form 4.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.00 to \$97.14, inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (6) to this Form 4.

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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