BERG DONALD C
Form 4
October 05, 2012

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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 | |
|---|---|
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERG DONALD C

(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)
10/03/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | (A) or (D) | Price | | | |
| Class A Common | | | | | | | | 22,605 (1) | D | |
| Class B Common | 10/03/2012 | | M | | 10,000 | A | $ 23.89 | 51,971 (2) | D | |
| Class B Common | 10/03/2012 | | F | | 6,395 | D | $ 66.22 | 45,576 | D | |
| Class B Common | | | | | | | | 3,962.16 (3) | I | By 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 Amou Underlying Secur (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nur of S |
| Non-Qualified Stock Option (right to buy) | $ 23.89 (4) | 10/03/2012 | | M | | | 10,000 | 05/01/2007 | 04/30/2014 | Class B Common | 10 |
| Stock Appreciation Right | $ 30.36 (5) | | | | | | | 05/01/2008 | 04/30/2015 | Class B Common | 19 |
| Stock Appreciation Right | $ 37.13 (6) | | | | | | | 05/01/2009 | 04/30/2016 | Class B Common | 15 |
| Stock Appreciation Right | $ 35.87 (7) | | | | | | | 05/01/2010 | 04/30/2017 | Class B Common | 17 |
| Stock Appreciation Right | $ 37.72 (8) | | | | | | | 05/01/2011 | 04/30/2018 | Class B Common | 20 |
| Stock Appreciation Right | $ 28.74 (9) | | | | | | | 05/01/2012 | 04/30/2019 | Class B Common | 33 |
| Stock Appreciation Right | $ 40.83 (10) | | | | | | | 05/01/2013 | 04/30/2020 | Class B Common | 18 |
| Stock Appreciation Right | $ 49.3 (11) | | | | | | | 05/01/2014 | 04/30/2021 | Class B Common | 19 |
| Stock Appreciation Right | $ 62.36 (12) | | | | | | | 05/01/2015 | 04/30/2022 | Class B Common | 25 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| BERG DONALD C<br>850 DIXIE HIGHWAY<br>LOUISVILLE, KY 40210 | | | Chief Financial Officer | |

# Signatures

| | |
|---|---|
| Diane M. Barhorst, Attorney in Fact for Donald C. Berg | 10/05/2012 |
| **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 7,535 additional shares of common stock. |
| **(2)** | Includes 13,990 additional shares issued in the August 2012 stock split. |
| **(3)** | Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of 10/2/2012. |
| **(4)** | These stock options were previously reported as covering 11,358 shares at an exercise price of $35.83, but were adjusted to reflect the August 2012 stock split. |
| **(5)** | These stock appreciaiton rights were previously reported as covering 13,251 shares at an exercise price of $45.53, but were adjusted to reflect the August 2012 stock split. |
| **(6)** | These stock appreciation rights were previously reported as covering 10,251 shares at an exercise price of $55.69, but were adjusted to reflect the August 2012 stock split. |
| **(7)** | These stock appreciation rights were previously reported as covering 11,735 shares at an exercise price of $53.80, but were adjusted to reflect the August 2012 stock split. |
| **(8)** | These stock appreciation rights were previously reported as covering 13,785 shares at an exercise price of $56.58, but were adjusted to reflect the August 2012 stock split. |
| **(9)** | These stock appreciation rights were previously reported as covering 22,587 shares at an exercise price of $43.10, but were adjusted to reflect the August 2012 stock split. |
| **(10)** | These stock appreciation rights were previously reported as covering 12,341 shares at an exercise price of $61.24, but were adjusted to reflect the August 2012 stock split. |
| **(11)** | These stock appreciation rights were previously reported as covering 13,085 shares at an exercise price of $73.95, but were adjusted to reflect the August 2012 stock split. |
| **(12)** | These stock appreciation rights were previously reported as covering 17,239 shares at an exercise price of $93.54, but were adjusted to reflect the August 2012 stock split. |

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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