

Brown Martin S JR
Form 4
January 14, 2013

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 Martin S JR

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)
12/31/2012

Director 10% Owner
 Officer (give title below) 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common					279,510 ⁽²⁾	D	
Class A Common					45 ⁽³⁾	I	By Spouse
Class A Common					2,250 ⁽⁴⁾	I	Trust f/b/o Children
Class A Common					8,262 ⁽⁵⁾	I	UTMA f/b/o Child
Class A Common					2,523 ⁽⁶⁾	I	UTMA f/b/o Child

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Class B Common	12/31/2012	G ⁽¹⁾	V	42,556	D	\$ 0	0 ⁽⁷⁾	D	
Class B Common	12/31/2012	G ⁽¹⁾	V	42,556	A	\$ 0	42,556	I	Atkinson Hill, LLC
Class B Common							10 ⁽⁸⁾	I	Spouse
Class B Common							562 ⁽⁹⁾	I	Trust f/b/o Children
Class B Common							3,753 ⁽¹⁰⁾	I	UTMA f/b/o Child
Class B Common							1,192 ⁽¹¹⁾	I	UTMA f/b/o Child
Class B Common							25,146 ⁽¹²⁾	I	Trust

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	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
Stock Appreciation Right	\$ 36.4 ⁽¹⁴⁾ <u>(21)</u>					05/25/2006	04/30/2015	Class B Common	761 ⁽¹⁴⁾ <u>(21)</u>
Stock Appreciation Right	\$ 34.95 <u>(13) (21)</u>					07/27/2006	04/30/2016	Class B Common	4,819 ⁽¹³⁾ <u>(14) (21)</u>
Stock Appreciation Right	\$ 33.7659 <u>(15) (21)</u>					07/26/2007	04/30/2017	Class B Common	5,987 ⁽¹⁵⁾ <u>(21)</u>

Stock Appreciation Right	\$ 35.51 <u>(16) (21)</u>	07/24/2008	04/30/2018	Class B Common	5,495 <u>(16)</u> <u>(21)</u>
Stock Appreciation Right	\$ 27.05 <u>(17) (21)</u>	07/23/2009	04/30/2019	Class B Common	6,752 <u>(17)</u> <u>(21)</u>
Deferred Stock Units	<u>(18)</u>	<u>(19)</u>	<u>(19)</u>	Class B Common	1,655.67 <u>(20) (21)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Martin S JR 850 DIXIE HIGHWAY LOUISVILLE, KY 40210		X		

Signatures

Diane M. Barhorst, Atty. in Fact for Martin S. Brown, Jr.	01/14/2013
<u>**Signature of Reporting Person</u>	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 December 31, 2012, the reporting person transferred directly held shares to Atkinson Hill, LLC, of which he was sole member, and on the same day gifted a 99% interest in the LLC to a family trust. The reporting person disclaims beneficial ownership of the LLC except to the extent of his pecuniary interest therein.
 - (2) 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 93,170 additional shares of Class A common stock.
 - (3) Includes 15 additional Class A shares of common stock issued in the August stock split.
 - (4) Includes 750 additional Class A shares of common stock issued in the August stock split.
 - (5) Includes 2,754 additional Class A shares of common stock issued in the August stock split.
 - (6) Includes 841 additional Class A shares of common stock issued in the August stock split.
 - (7) Includes 14,185 additional Class B shares of common stock issued in the August stock split.
 - (8) Includes 3 additional Class B shares of common stock issued in the August stock split.
 - (9) Includes 187 additional Class B shares of common stock issued in the August stock split.
 - (10) Includes 1,251 additional Class B shares of common stock issued in the August stock split.
 - (11) Includes 397 additional Class B shares of common stock issued in the August stock split.
 - (12) Includes 8,382 additional Class B shares of common stock issued in the August stock split.
 - (13) These stock appreciation rights were previously reported as covering 477 shares at an exercise price of \$58.00, but were adjusted to reflect the August 2012 stock split.
 - (14) These stock appreciation rights were previously reported as covering 3,023 shares at an exercise price of \$55.69, but were adjusted to reflect the August 2012 stock split.

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- (15) These stock appreciation rights were previously reported as covering 3,756 shares at an exercise price of \$53.80, but were adjusted to reflect the August 2012 stock split.
- (16) These stock appreciation rights were previously reported as covering 3,447 shares at an exercise price of \$56.58, but were adjusted to reflect the August 2012 stock split.
- (17) These stock appreciation rights were previously reported as covering 4,236 shares at an exercise price of \$43.10, but were adjusted to reflect the August 2012 stock split.
- (18) Each deferred stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (19) The deferred stock units vest over the course of the Board year. Vested shares will be delivered to the reporting person on the first February 1st that is at least 6 months following the Director's termination from Board service.
- (20) Includes additional Class B shares of common stock issued in the August stock split.
- (21) All outstanding derivative security amounts and exercise prices were adjusted on December 27, 2012, the record date for the Issuer's December 12, 2012 special cash 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.