

Brown J McCauley
Form 4
January 17, 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 J McCauley

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)
01/15/2012

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Class A Common | 12/26/2012 | | G | V 160,889 D \$ 0 | 8,027 ⁽¹⁾ ₍₂₎ | D | |
| Class A Common | | | | | 907,663 | I | By Brown Ventures, LLC |
| Class A Common | 12/26/2012 | | G | V 134,898 A \$ 0 | 176,898 | I | By MAE LLC |
| Class A Common | | | | | 148,439 ⁽²⁾ | I | By GRAT |
| Class A Common | 12/26/2012 | | G | V 54,625 A \$ 0 | 102,746 | I | By JMB Irrev Trust |

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| | | | | | | | | | |
|----------------|------------|--|-----|--------|---|----------|------------------------|---|------------------------|
| Class A Common | 01/15/2013 | | P | 4,500 | A | \$ 63.79 | 107,246 | I | By JMB Irrev Trust |
| Class A Common | 01/15/2013 | | P | 1,000 | A | \$ 63.89 | 1,000 | I | By Crummey Trust |
| Class A Common | 01/15/2013 | | P | 3,925 | A | \$ 63.79 | 3,925 | I | By Spray Trust |
| Class A Common | | | | | | | 4,600 ⁽¹⁾ | I | By children |
| Class A Common | 12/26/2012 | | G V | 25,991 | A | \$ 0 | 71,249 | I | By Spouse |
| Class A Common | 12/26/2012 | | G V | 71,249 | D | \$ 0 | 0 | I | By Spouse |
| Class A Common | 12/26/2012 | | G V | 71,249 | A | \$ 0 | 71,249 | I | Spouse GRAT |
| Class A Common | 01/15/2013 | | P | 6,125 | A | \$ 63.78 | 6,125 | I | By Spouse Irrev Trust |
| Class B Common | | | | | | | 67,515 | D | |
| Class B Common | | | | | | | 124,519 | I | By Brown Ventures, LLC |
| Class B Common | | | | | | | 6,070.7 ⁽³⁾ | I | BF 401(k) Plan |
| Class B Common | | | | | | | 589 | I | By Children |
| Class B Common | | | | | | | 11,314 | I | By Spouse |

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)

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 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

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of (D)
(Instr. 3,
4, and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-----------------------|------|-----|-----|-----|------------------|-----------------|----------------|----------------------------|
| Restricted Stock Unit | | (4) | | | (5) | (5) | Class B Common | 1,303 (9) |
| Restricted Stock Unit | | (4) | | | (6) | (6) | Class B Common | 917 (9) |
| Restricted Stock Unit | | (4) | | | (7) | (7) | Class B Common | 778 (9) |
| Restricted Stock Unit | | (4) | | | (8) | (8) | Class B Common | 254 (9) |

Reporting Owners

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

Signatures

Diane M. Barhorst, Atty. in Fact for J. McCauley
Brown

01/17/2013

__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) This number has been adjusted to correct an error in calculating the number of shares held by the reporting person following previously reported transactions.
- (2) Adjusted to reflect shares transferred between reporting person's direct holdings and GRATS of which the reporting person is trustee and sole annuitant.
- (3) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of January 16, 2013.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (5) The Restricted Stock Units were granted July 23, 2009, and vest April 30, 2013.
- (6) The Restricted Stock Units were granted on July 22, 2010, and vest April 30, 2014.
- (7) The Restricted Stock Units were granted on July 28, 2011, and vest April 30, 2015.
- (8) The Restricted Stock Units were granted on July 26, 2012, and vest April 30, 2016.
- (9)

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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.