

Brown J McCauley
Form 4
December 13, 2010

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2010

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

850 DIXIE HIGHWAY

(Street)

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

LOUISVILLE, KY 40210

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Class A Common	12/10/2010		G	V	1,750	D	\$ 0	181,868	D	
Class A Common								501,926	I	By Brown Ventures, LLC
Class A Common								47,000	I	By Brown FLIP
Class A Common								28,000	I	By MAE LLC
Class A Common								100,000	I	By GRAT

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Class A Common	2,079	I	By children
Class A Common	30,172	I	By Spouse
Class B Common	45,010	D	
Class B Common	3,612.46 ⁽¹⁾	I	BF 401(k) Plan
Class B Common	125,481	I	By Brown Ventures, LLC
Class B Common	11,750	I	By Brown FLIP
Class B Common	393	I	By Children
Class B Common	7,543	I	By Spouse

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)	\$ 36.35					05/01/2007	04/30/2014	Class B Common	1,355
Stock Appreciation	\$ 46.19					05/01/2008	04/30/2015	Class B Common	1,172

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Right					
Stock					
Appreciation	\$ 56.5	05/01/2009	04/30/2016	Class B Common	2,527
Right					
Stock					
Appreciation	\$ 54.58	05/01/2010	04/30/2017	Class B Common	2,894
Right					
Stock					
Appreciation	\$ 57.4	05/01/2011	04/30/2018	Class B Common	2,657
Right					
Restricted					
Stock Unit	<u>(2)</u>	<u>(3)</u>	<u>(3)</u>	Class B Common	805
Restricted					
Stock Unit	<u>(2)</u>	<u>(4)</u>	<u>(4)</u>	Class B Common	567

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 12/13/2010

**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) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of December 13, 2010.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (3) The Restricted Stock Units were granted July 23, 2009, and vest April 30, 2013.
- (4) The Restricted Stock Units vest April 30, 2014.

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.