

Brown J McCauley
Form 4
August 24, 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 *
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)
07/13/2012

____ 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 A Common					17,854	D	
Class A Common					548,926	I	By Brown Ventures, LLC
Class A Common					28,000	I	By MAE LLC
Class A Common					231,933	I	By GRAT
Class A Common					32,081	I	By JMB Irrev Trust

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Class A Common						2,584.692	I	By children
Class A Common						30,172	I	By Spouse
Class B Common	07/13/2012	M	1,375	A	\$ 35.83	46,385	D	
Class B Common	07/13/2012	F	810	D	\$ 95.67	45,575	D	
Class B Common	07/13/2012	M	1,189	A	\$ 45.53	46,764	D	
Class B Common	07/13/2012	F	780	D	\$ 95.67	45,984	D	
Class B Common	07/13/2012	M	2,564	A	\$ 55.69	48,548	D	
Class B Common	07/13/2012	F	1,860	D	\$ 95.67	46,688	D	
Class B Common	07/13/2012	M	2,936	A	\$ 53.8	49,624	D	
Class B Common	07/13/2012	F	2,091	D	\$ 95.67	47,533	D	
Class B Common	07/13/2012	M	2,696	A	\$ 56.58	50,229	D	
Class B Common	07/13/2012	F	1,972	D	\$ 95.67	48,257	D	
Class B Common	07/13/2012	S	3,247	D	\$ 96.558 <u>(1)</u>	45,010	D	
Class B Common						137,231	I	By Brown Ventures, LLC
Class B Common						3,775.696 ⁽²⁾	I	BF 401(k) Plan
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)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 35.83	07/13/2012		M	1,375	05/01/2007 04/30/2014	Class B Common	1,375	
Stock Appreciation Right	\$ 45.53	07/13/2012		M	1,189	05/01/2008 04/30/2015	Class B Common	1,189	
Stock Appreciation Right	\$ 55.69	07/13/2012		M	2,564	05/01/2009 04/30/2016	Class B Common	2,564	
Stock Appreciation Right	\$ 53.8	07/13/2012		M	2,936	05/01/2010 04/30/2017	Class B Common	2,936	
Stock Appreciation Right	\$ 56.58	07/13/2012		M	2,696	05/01/2011 04/30/2018	Class B Common	2,696	
Restricted Stock Unit	(3)					(4) (4)	Class B Common	81	
Restricted Stock Unit	(3)					(5) (5)	Class B Common	57	
Restricted Stock Unit	(3)					(6) (6)	Class B Common	48	

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

08/24/2012

__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).

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$96.37 to \$96.75 , inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of
- (1) Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
 - (2) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of July 26, 2012.
 - (3) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
 - (4) The Restricted Stock Units were granted July 23, 2009, and vest April 30, 2013.
 - (5) The Restricted Stock Units were granted on July 22, 2010, and vest April 30, 2014.
 - (6) The Restricted Stock Units were granted on July 28, 2011, and vest April 30, 2015.

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.