

BROWN FORMAN CORP
Form 4
June 03, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hawley Kirsten M

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)
06/01/2016

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP, Chief HR Officer

LOUISVILLE, KY 40210

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common	06/01/2016		A	452 ⁽¹⁾ A \$ 0 473		D	
Class B Common					1,990.8358 ⁽²⁾	I	By 401k
Class A Common					6.6102 ⁽³⁾	I	DRIP
Class B Common					993	D	

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.

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 46.4							05/01/2014	04/30/2021	Class B Common	0
Stock Appreciation Right	\$ 58.7							05/01/2015	04/30/2022	Class B Common	1,960
Stock Appreciation Right	\$ 72.42							05/01/2016	04/30/2023	Class B Common	2,518
Stock Appreciation Right	\$ 91.97							05/01/2017	04/30/2024	Class B Common	2,223
Stock Appreciation Right	\$ 102.25							05/01/2018	04/30/2025	Class B Common	5,509

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hawley Kirsten M 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	SVP, Chief HR Officer

Signatures

Michael E. Carr, Jr., Attorney in Fact for Kirsten M.
Hawley

06/03/2016

__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).

These shares were issued on June 1, 2016, in connection with a July 25, 2013 award of Class A common performance-based restricted stock. The award, initially determined as a cash value, was subject to a three-year performance period, which ended April 30, 2016. The

- (1) number of shares issued was determined by multiplying the cash value of the award by a three-year performance adjustment factor, dividing the amount by \$74.06, which is the closing price of the issuers Class A common stock on the date of the grant, and then adjusting upwards to account for dividends paid during the performance period.
- (2) Number of shares acquired through the issuer's 401(k) plan as of May 31, 2016.
- (3) Number of shares acquired through the issuer's dividend reinvestment plan as of June 1, 2016.

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.