

BROWN FORMAN CORP

Form 4

April 11, 2017

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
de Chabert Ralph E

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)
04/07/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP, Chief Diversity 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)
			Code	V	Amount	(D)	Price
Class B Common	04/07/2017		S		1,760	D	\$ 45.5283
							(1) 4,609.726 (2)

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
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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
Restricted Stock Units	(3)					04/30/2017(4)	(4) Class B Common 238
Restricted Stock Units	(3)					04/30/2018(6)	(6) Class B Common 286
Stock Appreciation Right	\$ 13.525 (8)					05/01/2012 04/30/2019	Class B Common 1,180
Stock Appreciation Right	\$ 23.2 (9)					05/01/2014 04/30/2021	Class B Common 3,434
Stock Appreciation Right	\$ 36.21 (10)					05/01/2016 04/30/2023	Class B Common 1,154
Stock Appreciation Right	\$ 45.985 (11)					05/01/2017 04/30/2024	Class B Common 1,334
Stock Appreciation Right	\$ 51.125 (12)					05/01/2018 04/30/2025	Class B Common 5,616
Stock Appreciation Right	\$ 49.005 (13)					05/01/2019 04/30/2026	Class B Common 6,432

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
de Chabert Ralph E 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	SVP, Chief Diversity Officer

Signatures

Michael E. Carr, Jr., Attorney in Fact for Ralph E. de Chabert

04/11/2017

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.5271 to \$45.53, inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) Updated to reflect the August 2016 stock split and corrected as a result of prior reporting error.
 - (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 on July 25, 2013, and vest April 30, 2017.
 - (5) Reflects the acquisition of 119 additional restricted stock units in the August 2016 stock split.
 - (6) The restricted stock units were granted on July 24, 2014, and vest April 30, 2018.
 - (7) Reflects the acquisition of 143 additional restricted stock units in the August 2016 stock split.
 - (8) These stock appreciation rights were previously reported as covering 590 shares at an exercise price of \$27.05 but were adjusted to reflect the August 2016 stock split.
 - (9) These stock appreciation rights were previously reported as covering 1,717 shares at an exercise price of \$46.40, but were adjusted to reflect the August 2016 stock split.
 - (10) These stock appreciation rights were previously reported as covering 577 shares at an exercise price of \$72.42, but were adjusted to reflect the August 2016 stock split.
 - (11) These stock appreciation rights were previously reported as covering 667 shares at an exercise price of \$91.97, but were adjusted to reflect the August 2016 stock split.
 - (12) These stock appreciation rights were previously reported as covering 2,808 shares at an exercise price of \$102.25, but were adjusted to reflect the August 2016 stock split.
 - (13) These stock appreciation rights were previously reported as covering 3,216 shares at an exercise price of \$98.01, but were adjusted to reflect the August 2016 stock split.

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.