

BROWN FORMAN CORP  
Form SC 13D/A  
February 12, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

BROWN-FORMAN CORPORATION

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(Name of Issuer)

Class A Common Stock

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(Title of Class of Securities)

115637-10-0

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(Cusip Number)

Thomas E. Rutledge  
Ogden Newell & Welch PLLC  
1700 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202  
(502) 582-1601

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

January 1, 2004

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**CUSIP NO. 115637-10-0**

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1. Names of reporting persons

W.L. Lyons Brown, Jr.

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**Item 1. Security and Issuer.**

Brown-Forman Corporation  
Class A Common Stock  
850 Dixie Highway  
Louisville, Kentucky 40210

**Item 2. Identity and Background.**

- a) Name: W.L. Lyons Brown, Jr. ..
- b) Principal Business address: 501 Fourth Street ..  
Hilliard-Lyons Center  
Louisville, Kentucky 40202 ..
- c) United States Ambassador to Austria; Retired Chairman and Chief Executive Officer of the issuer, ..  
Brown-Forman Corporation. ..
- d) Criminal Convictions: No criminal convictions in the last five years (excluding traffic violations or similar ..  
misdemeanors). ..
- e) Securities Proceedings: No judgments, decrees or final orders enjoining further violations of, or prohibiting or ..  
mandating activities subject to federal or state securities laws or finding any violations with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

Not applicable.

**Item 4. Purpose of Transaction.**

This filings is made on a voluntary basis by the undersigned in order to bring current his disclosure of beneficial ownership as of January 1, 2004.

**Item 5. Interest in Securities of the Issuer.**

The amount of shares beneficially owned by the undersigned as of the date set forth below is as follows:

	<b>Aggregate Number</b>	<b>Percent of Class</b>
(a) Beneficially Owned	13,922,856	48.99%
(b) Sole Voting Power	518,751	
Shared Voting Power	13,404,105	
Sole Disposition Power	518,751	
Shared Disposition Power	13,404,105	
(c) The undersigned, in the sixty days prior to January 1, 2004, had no transactions in the Class A Common Stock of Brown-Forman Corporation.		
(d) The undersigned, as a member of the Advisory Committee to a certain trust, with two other Advisory Committee members, shares voting and disposal powers over the Brown-Forman Corporation Class A common stock held thereby, being in excess of 5% of the class. Those other advisors are Owsley Brown Frazier, 4938 Brownsboro Road, Suite 200, Louisville, Kentucky 40222, retired, former Vice Chairman of Brown-Forman Corporation, and Dace B. Stubbs, 135 Sago Palm Road, Vero Beach, Florida 32963, private investor and director of Brown-Forman Corporation. The undersigned is a member of the Advisory Committee to another trust and, with two other Advisory Committee members, share voting and dispositional powers over the Brown-Forman Corporation Class A common stock held thereby, being in excess of 5% of the class. Those other advisors are Owsley Brown II, Chairman and Chief Executive Officer of Brown-Forman Corporation, 850 Dixie Highway, Louisville, Kentucky 40210, and Ina B. Bond, private investor and director of Brown-Forman Corporation, 8215 West Highway 42, Goshen, Kentucky 40026. Other persons have the right to receive income from the trusts holding Brown-Forman Corporation Class A common stock, as to which stock the undersigned has shared voting power. The following person is sole income beneficiary of these trusts which holds more than 5% of the outstanding shares of such Class A common stock: Sarah S. Brown.		
(e) Not applicable.		

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

None.

**Item 7. Material to Be Filed as Exhibits.**

None.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2004

/s/ W.L. Lyons Brown, Jr.

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W.L. Lyons Brown, Jr., by  
Michael B. Crutcher, Attorney-In-Fact

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That I, W. L. Lyons Brown, Jr., of Louisville, Kentucky, do hereby make and appoint Michael B. Crutcher, of Louisville, Kentucky, as my true and lawful attorney-in-fact for the limited purpose of executing on my behalf and in my name, place and stead any Form 4, Form 5, Schedule 13G or other form promulgated by the United States Securities & Exchange Commission, which I am required by law or regulation to execute. This limited power shall remain in effect until specifically revoked by me.

IN TESTIMONY WHEREOF, I have set my hand this 4th day of October, 1994.

/s/ W. L. Lyons Brown, Jr.

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W. L. Lyons Brown, Jr.

COMMONWEALTH OF KENTUCKY }  
                                                  }  
COUNTY OF JEFFERSON                 }

I, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing instrument of writing was this day produced before me by W. L. Lyons Brown, Jr., who subscribed and acknowledged the same to be his act and deed.

/s/ Wanda L. Welch

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Notary Public

My Commission Expires: June 22, 1996