

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-12-31**
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REPORTING OWNER

Brown Martin S JR

CIK: **1362521**

Type: **4** | Act: **34** | File No.: **002-26821** | Film No.: **13528910**

Mailing Address
850 DIXIE HIGHWAY
LOUISVILLE KY 40210

ISSUER

BROWN FORMAN CORP

CIK: **14693** | IRS No.: **610143150** | State of Incorporation: **DE** | Fiscal Year End: **0430**
SIC: **2080** Beverages

Mailing Address
P O BOX 1080
LOUISVILLE KY 40201

Business Address
850 DIXIE HWY
LOUISVILLE KY 40210
5025851100

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Brown Martin S JR (Last) (First) (Middle) 850 DIXIE HIGHWAY (Street) LOUISVILLE, KY 40210 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BROWN FORMAN CORP [BFA/BFB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012	6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person
4. If Amendment, Date Original Filed(Month/Day/Year)		

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	(A) or (D)	Price			
Class A Common								279,510 ⁽²⁾	D	
Class A Common								45 ⁽³⁾	I	By Spouse
Class A Common								2,250 ⁽⁴⁾	I	Trust f/b/o Children
Class A Common								8,262 ⁽⁵⁾	I	UTMA f/b/o Child
Class A Common								2,523 ⁽⁶⁾	I	UTMA f/b/o Child
Class B Common	12/31/2012		G ⁽¹⁾	V	42,556	D	\$ 0	0 ⁽²⁾	D	
Class B Common	12/31/2012		G ⁽¹⁾	V	42,556	A	\$ 0	42,556	I	Atkinson Hill, LLC
Class B Common								10 ⁽⁸⁾	I	Spouse
Class B Common								562 ⁽⁹⁾	I	Trust f/b/o Children
Class B Common								3,753 ⁽¹⁰⁾	I	UTMA f/b/o Child
Class B Common								1,192 ⁽¹¹⁾	I	UTMA f/b/o Child
Class B Common								25,146 ⁽¹²⁾	I	Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Stock Appreciation Right	\$36.4 ⁽¹⁴⁾ ⁽²¹⁾						05/25/2006	04/30/2015	Class B Common	761 ⁽¹⁴⁾ ⁽²¹⁾		761 ⁽¹⁴⁾ ⁽²¹⁾	D	

Stock Appreciation Right	\$34.95 ⁽¹³⁾ ⁽²¹⁾							07/27/2006	04/30/2016	Class B Common	4,819 ⁽¹³⁾ ⁽¹⁴⁾ ⁽²¹⁾		4,819 ⁽¹⁴⁾ ⁽²¹⁾	D	
Stock Appreciation Right	\$33.7659 ⁽¹⁵⁾ ⁽²¹⁾							07/26/2007	04/30/2017	Class B Common	5,987 ⁽¹⁵⁾ ⁽²¹⁾		5,987 ⁽¹⁵⁾ ⁽²¹⁾	D	
Stock Appreciation Right	\$35.51 ⁽¹⁶⁾ ⁽²¹⁾							07/24/2008	04/30/2018	Class B Common	5,495 ⁽¹⁶⁾ ⁽²¹⁾		5,495 ⁽¹⁶⁾ ⁽²¹⁾	D	
Stock Appreciation Right	\$27.05 ⁽¹⁷⁾ ⁽²¹⁾							07/23/2009	04/30/2019	Class B Common	6,752 ⁽¹⁷⁾ ⁽²¹⁾		6,752 ⁽¹⁷⁾ ⁽²¹⁾	D	
Deferred Stock Units	⁽¹⁸⁾							⁽¹⁹⁾	⁽¹⁹⁾	Class B Common	1,655.67 ⁽²⁰⁾ ⁽²¹⁾		1,655.67 ⁽²⁰⁾ ⁽²¹⁾	D	

Explanation of Responses:

- On December 31, 2012, the reporting person transferred directly held shares to Atkinson Hill, LLC, of which he was sole member, and on the same day gifted a 99% interest in the LLC to a family trust. The reporting person disclaims beneficial ownership of the LLC except to the extent of his pecuniary interest therein.
- On August 10, 2012, the Class A and Class B common stock of Brown-Forman Corporation split 3-2, resulting in the reporting person's acquisition of 93,170 additional shares of Class A common stock.
- Includes 15 additional Class A shares of common stock issued in the August stock split.
- Includes 750 additional Class A shares of common stock issued in the August stock split.
- Includes 2,754 additional Class A shares of common stock issued in the August stock split.
- Includes 841 additional Class A shares of common stock issued in the August stock split.
- Includes 14,185 additional Class B shares of common stock issued in the August stock split.
- Includes 3 additional Class B shares of common stock issued in the August stock split.
- Includes 187 additional Class B shares of common stock issued in the August stock split.
- Includes 1,251 additional Class B shares of common stock issued in the August stock split.
- Includes 397 additional Class B shares of common stock issued in the August stock split.
- Includes 8,382 additional Class B shares of common stock issued in the August stock split.
- These stock appreciation rights were previously reported as covering 477 shares at an exercise price of \$58.00, but were adjusted to reflect the August 2012 stock split.
- These stock appreciation rights were previously reported as covering 3,023 shares at an exercise price of \$55.69, but were adjusted to reflect the August 2012 stock split.
- These stock appreciation rights were previously reported as covering 3,756 shares at an exercise price of \$53.80, but were adjusted to reflect the August 2012 stock split.
- These stock appreciation rights were previously reported as covering 3,447 shares at an exercise price of \$56.58, but were adjusted to reflect the August 2012 stock split.
- These stock appreciation rights were previously reported as covering 4,236 shares at an exercise price of \$43.10, but were adjusted to reflect the August 2012 stock split.
- Each deferred stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- The deferred stock units vest over the course of the Board year. Vested shares will be delivered to the reporting person on the first February 1st that is at least 6 months following the Director's termination from Board service.
- Includes additional Class B shares of common stock issued in the August stock split.
- All outstanding derivative security amounts and exercise prices were adjusted on December 27, 2012, the record date for the Issuer's December 12, 2012 special cash dividend.

Signatures

Diane M. Barhorst, Atty. in Fact for Martin S. Brown, Jr.

** Signature of Reporting Person

01/14/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

The undersigned does hereby constitute and appoint each of Nelea A. Absher, Holli H. Lewis, Diane M. Barhorst, and Laura H. Pulliam, signing singly, the undersigned's true and lawful attorney-in-fact to:

1. prepare, execute and file, for and on behalf of the undersigned, Form ID, Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Act") and the rules thereunder, and Schedules 13D and 13G (including amendments thereto) in accordance with Sections 13(d) and 13(g) of the Act and the rules thereunder;

2. do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto) or Schedule 13D or 13G (including amendments thereto) and timely file that Form or Schedule with the United States Securities and Exchange Commission and any stock exchange or similar authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and

3. take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is Brown-Forman Corporation (the "Corporation") assuming, (i) any of the undersigned's responsibilities to comply with Section 16 or Sections 13(d) or 13(g) of the Act or (ii) any liability of the undersigned for failure to comply with such requirements. This Power of Attorney does not relieve the undersigned from the undersigned's obligations to comply with the requirements of the Act, including without limitation the reporting

requirements under Section 16 or Sections 13(d) or 13(g) thereunder. The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Schedules 13D and 13G with respect to the undersigned's holdings of and transactions in securities issued by the Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys in fact. This Power of Attorney does not revoke any other power of attorney that the undersigned has previously granted.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17 day of May, 2007.

/s/ Martin S. Brown, Jr.

MARTIN S. BROWN, JR.