

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-07-11**  
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### REPORTING OWNER

**Barzun Brooke Brown**

CIK: **1543144**

Type: **4** | Act: **34** | File No.: **002-26821** | Film No.: **13528912**

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 <b>Barzun Brooke Brown</b>			2. Issuer Name and Ticker or Trading Symbol <b>BROWN FORMAN CORP [BFA, BFB]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>07/11/2012</b>					
<b>850 DIXIE HWY</b>			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) <b>LOUISVILLE, KY 40210</b>								
(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	(A) or (D)	Price			
Class A Common								236,106 <sup>(2)</sup>	D	
Class A Common								2,500 <sup>(3)</sup>	I	Spouse
Class A Common								14,154 <sup>(4)</sup>	I	GRAT
Class A Common	01/10/2013		J <sup>(1)</sup>		50,371	D	\$63.49	203,474 <sup>(5)</sup>	I	BBB Revocable Trust
Class A Common	01/10/2013		J <sup>(1)</sup>		31,501	A	\$63.49	31,501	I	BBB 2011 GRAT
Class A Common	01/10/2013		J <sup>(1)</sup>		9,813	A	\$63.49	9,813	I	BBB 2010 GRAT
Class A Common	01/10/2013		J <sup>(1)</sup>		9,057	A	\$63.49	9,057	I	BBB 2002 GRAT
Class A Common								101,320 <sup>(6)</sup>	I	Hackberry Manor LP
Class A Common								79,545 <sup>(7)</sup>	I	Hackberry II LP
Class A Common								60,273 <sup>(8)</sup>	I	Hackberry 2007 LP
Class A Common								150,000 <sup>(9)</sup>	I	Hackberry 2010 LLC
Class A Common								18 <sup>(10)</sup>	I	Eleanor Lee Trusts

Class B Common									316,837 <sup>(11)</sup>	I	Hebe Three Limited Partnership
Class A Common									13,063 <sup>(12)</sup>	I	Woodford Partners Kentucky, LLC
Class A Common									49,257 <sup>(13)</sup>	I	Longview Charitable LP
Class A Common									67,714 <sup>(14)</sup>	I	Trust fbo Owsley Brown III
Class A Common									4,704 <sup>(15)</sup>	I	Trust fbo child
Class A Common									8,518 <sup>(16)</sup>	I	Trust fbo child
Class A Common									8,518 <sup>(16)</sup>	I	Trust fbo child
Class A Common									1,470 <sup>(17)</sup>	I	Trust fbo children
Class A Common									740,610 <sup>(18)</sup>	I	Guilford-Brown LP
Class A Common									20,439 <sup>(19)</sup>	I	Trust fbo Brooke Barzun
Class A Common									3,330,115 <sup>(20)</sup>	I	Olympus Three LLC
Class B Common	12/24/2012			<u>G</u>	<u>V</u>	97,007	D	\$ 0	27,832 <sup>(21)</sup>	D	
Class B Common									355 <sup>(22)</sup>	I	Spouse
Class B Common	07/11/2012			<u>W</u>	<u>V</u>	12	A	\$ 0	49,779 <sup>(23)</sup>	I	BBB Revocable Trust
Class B Common	12/24/2012			<u>G</u>	<u>V</u>	49,779	D	\$ 0	0	I	BBB Revocable Trust
Class B Common									25,329 <sup>(24)</sup>	I	Hackberry Manor LP
Class B Common									19,885 <sup>(25)</sup>	I	Hackberry II LP
Class B Common									4,942 <sup>(26)</sup>	I	Hackberry 2007 LP

**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					

**Explanation of Responses:**

1. On January 10, 2013, the reporting person transferred shares from a revocable trust to three GRATs in which she has a pecuniary interest in exchange for cash. The reporting person disclaims beneficial ownership of shares held by trusts and entities set forth on this form except to the extent of her pecuniary interest therein.
2. 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 78,702 additional shares of Class A common stock.
3. Includes additional 833 Class A shares issued in the August 2012 stock split.
4. Includes additional 4,718 Class A shares issued in the August 2012 stock split.
5. Includes additional 84,615 Class A shares issued in the August 2012 stock split.
6. Includes additional 33,773 Class A shares issued in the August 2012 stock split.
7. Includes additional 26,515 Class A shares issued in the August 2012 stock split.
8. Includes additional 20,091 Class A shares issued in the August 2012 stock split.
9. Includes additional 50,000 Class A shares issued in the August 2012 stock split.
10. Includes additional 6 Class A shares issued in the August 2012 stock split.
11. Includes additional 105,612 Class A shares issued in the August 2012 stock split.
12. Includes additional 4,354 Class A shares issued in the August 2012 stock split.
13. Includes additional 16,419 Class A shares issued in the August 2012 stock split.
14. Includes additional 22,571 Class A shares issued in the August 2012 stock split.
15. Includes additional 1,568 Class A shares issued in the August 2012 stock split.
16. Includes additional 2,839 Class A shares issued in the August 2012 stock split.
17. Includes additional 490 Class A shares issued in the August 2012 stock split.
18. Includes additional 246,870 Class A shares issued in the August 2012 stock split.
19. Includes additional 6,813 Class A shares issued in the August 2012 stock split.
20. Includes additional 1,110,038 Class A shares issued in the August 2012 stock split.
21. Includes additional 41,613 Class B shares issued in the August 2012 stock split.
22. Includes additional 118 Class B shares issued in the August 2012 stock split.
23. Includes additional 16,589 Class B shares issued in the August 2012 stock split.
24. Includes additional 8,443 Class B shares issued in the August 2012 stock split.
25. Includes additional 6,628 Class B shares issued in the August 2012 stock split.
26. Includes additional 1,647 Class B shares issued in the August 2012 stock split.

### Signatures

Diane M. Barhorst, Atty in Fact for Brooke Brown Barzun

\*\* 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 Matt Hamel, 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, 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;
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) and timely file that Form 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 of the Act or (ii) any liability of the undersigned for failure to comply with Section 16 of the Act. 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 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 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 21 day of February, 2012.

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Brooke Brown Barzun