

BROWN FORMAN CORP
Form 4
September 18, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Frazier Laura

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)
07/20/2015

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

LOUISVILLE, KY 40210
(City) (State) (Zip)

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Class A Common | 07/20/2015 | | W ⁽¹⁾ | V | 1,277,720 | A | \$ 0 9,104,153 | I | Avish Agincourt LLC |
| Class A Common | 07/20/2015 | | W ⁽¹⁾ | V | 2,555,440 | D | \$ 0 9,104,153 | I | Avish Agincourt LLC |
| Class B Common | 07/20/2015 | | W ⁽¹⁾ | V | 579,690 | A | \$ 0 4,130,474 | I | Avish Agincourt LLC |
| Class B Common | 07/20/2015 | | W ⁽¹⁾ | V | 1,159,381 | D | \$ 0 4,130,474 | I | Avish Agincourt |

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| Class | Date | Code | Value | Shareholder | Shares | Percentage | Holder |
|----------------|------------|------|---------|-------------|-----------|------------|--------------------------------|
| Class A Common | 09/16/2015 | G V | 651,681 | A | 9,104,153 | I | Avish Agincourt LLC |
| Class A Common | 09/16/2015 | G V | 651,681 | D | 9,104,153 | I | Avish Agincourt LLC |
| Class B Common | 09/16/2015 | G V | 295,662 | A | 4,130,474 | I | Avish Agincourt LLC |
| Class B Common | 09/16/2015 | G V | 295,662 | D | 4,130,474 | I | Avish Agincourt LLC |
| Class A Common | | | | | 207,313 | D | |
| Class B Common | | | | | 223,213 | D | |
| Class A Common | | | | | 4,860 | I | Annsley Frazier Thornton Trust |
| Class A Common | | | | | 354 | I | Brooke Huneke Trust |
| Class B Common | | | | | 1,702 | I | Brooke Huneke Trust |
| Class A Common | | | | | 5,922 | I | Brooke Huneke UTMA |
| Class B Common | | | | | 5,155 | I | Brooke Huneke UTMA |
| Class A Common | | | | | 354 | I | Chase Huneke Trust |
| Class B Common | | | | | 1,702 | I | Chase Huneke Trust |
| Class A Common | | | | | 354 | I | Cordt Huneke Trust |
| | | | | | 1,290 | I | |

| | | | | | | | | |
|-------------------|--|--|--|--|-------|---|--|---------------------------|
| Class B Common | | | | | | | | Cordt Huneke Trust |
| Class A Common | | | | | 354 | I | | Kelli Huneke Trust |
| Class B Common | | | | | 1,702 | I | | Kelli Huneke Trust |
| Class A Common | | | | | 5,922 | I | | Kelli Huneke UTMA |
| Class B Common | | | | | 5,065 | I | | Kelli Huneke UTMA |
| Class B Common | | | | | 4,486 | I | | OBF Revocable Trust |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Frazier Laura
850 DIXIE HIGHWAY
LOUISVILLE, KY 40210

X

Signatures

Kelly Bowen, Attorney in Fact for Laura
Frazier

09/18/2015

 **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) Represents the division of a family trust holding units of Avish Agincourt LLC following the death of the settlor.
On September 16, 2015, the reporting person transferred units of Avish Agincourt LLC to a grantor trust for the benefit of family
 - (2) members in which the reporting person retains a pecuniary interest. The reporting person received a note under the terms of the trust providing for a periodic payment similar in operation to a grantor retained annuity trust.

Remarks:

The reporting person disclaims beneficial ownership of shares held by trusts and entities set forth in this report except to the extent

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

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