

Brown J McCauley
Form 4
July 28, 2008

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 *
Brown J McCauley

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

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2008
4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)
6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common | | | | | 313,618 | D | |
| Class A Common | | | | | 8,600 | I | Brown FLIP |
| Class A Common | | | | | 88,439.36 | I | Brown Ventures, LLC |
| Class A Common | | | | | 3,411.503 ⁽¹⁾ | I | By Children |
| Class A Common | | | | | 30,172 | I | By Spouse |

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| | | | |
|-------------------|--------------------------|---|-------------------|
| Class B Common | 33,285 | D | |
| Class B Common | 2,750,918 ⁽³⁾ | I | BF 401(k) Plan |

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 number.

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-Qualified Stock Option (right to buy) | \$ 45.44 | | | | | 05/01/2007 | 04/30/2014 | Class B Common | 1,0 |
| Stock Appreciation Right | \$ 57.74 | | | | | 05/01/2008 | 04/30/2015 | Class B Common | 93 |
| Stock Appreciation Right | \$ 70.63 | | | | | 05/01/2009 | 04/30/2016 | Class B Common | 2,0 |
| Stock Appreciation Right | \$ 68.22 | | | | | 05/01/2010 | 04/30/2017 | Class B Common | 2,3 |
| Stock Appreciation Right ⁽²⁾ | \$ 71.75 | 07/24/2008 | | A | 2,125 | 05/01/2011 | 04/30/2018 | Class B Common | 2,1 |

Reporting Owners

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

Brown J McCauley
850 DIXIE HIGHWAY
LOUISVILLE, KY 40210

X

Signatures

Diane Barhorst, Atty. in Fact for J. McCauley
Brown

07/28/2008

__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) Includes shares acquired under dividend reinvestment.
 - (2) No money was paid to or received by the reporting person for this SAR.
 - (3) Shares held in 401(k) as of July 25, 2008.

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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