

Brown Martin S JR
Form 4
January 14, 2013

FORM 4

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

OMB APPROVAL

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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 Martin S JR

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)
12/31/2012

Director 10% Owner
 Officer (give title below) 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)
				(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

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Class B Common	12/31/2012	G ⁽¹⁾	V	42,556	D	\$ 0	0 ⁽⁷⁾	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

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	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 36.4 ⁽¹⁴⁾ <u>(21)</u>					05/25/2006	04/30/2015	Class B Common	761 ⁽¹⁴⁾ <u>(21)</u>
Stock Appreciation Right	\$ 34.95 <u>(13) (21)</u>					07/27/2006	04/30/2016	Class B Common	4,819 ⁽¹³⁾ <u>(14) (21)</u>
Stock Appreciation Right	\$ 33.7659 <u>(15) (21)</u>					07/26/2007	04/30/2017	Class B Common	5,987 ⁽¹⁵⁾ <u>(21)</u>

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- (15) 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.
- (16) 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.
- (17) 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.
- (18) Each deferred stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (19) 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.
- (20) Includes additional Class B shares of common stock issued in the August stock split.
- (21) 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.

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