

McCallum Mark I
Form 4
May 02, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
McCallum Mark I

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)
04/30/2018

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
EVP/Pres. Jack Daniel's Brands

LOUISVILLE, KY 40210

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common | 04/30/2018 | | F | | 996 ⁽¹⁾ D 53.37 ⁽²⁾ \$ 46,627 | D | |
| Class B Common | 04/30/2018 | | F | | 249 ⁽³⁾ D 56.04 ⁽⁴⁾ \$ 25,048 ⁽⁵⁾ | D | |
| Class B Common | | | | | | I | By Son |
| | | | | | 67 ⁽⁶⁾ | | |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 18.217 <u>(7)</u> | | | | | 05/01/2014 | 04/30/2021 | Class B Common | 58,947 <u>(7)</u> |
| Stock Appreciation Right | \$ 23.047 <u>(8)</u> | | | | | 05/01/2015 | 04/30/2022 | Class B Common | 63,316 <u>(8)</u> |
| Stock Appreciation Right | \$ 28.433 <u>(9)</u> | | | | | 05/01/2016 | 04/30/2023 | Class B Common | 40,678 <u>(9)</u> |
| Stock Appreciation Right | \$ 36.109 <u>(10)</u> | | | | | 05/01/2017 | 04/30/2024 | Class B Common | 34,836 <u>(10)</u> |
| Stock Appreciation Right | \$ 40.145 <u>(11)</u> | | | | | 05/01/2018 | 04/30/2025 | Class B Common | 28,399 <u>(11)</u> |
| Stock Appreciation Right | \$ 38.481 <u>(12)</u> | | | | | 05/01/2019 | 04/30/2026 | Class B Common | 38,241 <u>(12)</u> |
| Stock Appreciation Right | \$ 39.757 <u>(13)</u> | | | | | 05/01/2020 | 04/30/2027 | Class B Common | 32,258 <u>(13)</u> |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

McCallum Mark I
850 DIXIE HIGHWAY
LOUISVILLE, KY 40210

EVP/Pres. Jack Daniel's Brands

Signatures

Michael E. Carr, Jr., Attorney in Fact for Mark I.
McCallum

05/02/2018

__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) To satisfy withholding obligations associated with the July 24, 2014 award of Class A common stock that vested on April 30, 2018, the reporting person surrendered 996 shares of Class A common stock.
 - (2) The closing price of BF-A on April 30, 2018 was used to calculate the withholding obligation.
 - (3) To satisfy withholding obligations associated with the shares of Class B performance-based restricted stock that were issued in the February 2018 stock split and vested on April 30, 2018, the reporting person surrendered 249 shares of Class B common stock.
 - (4) The closing price of BF-B on April 30, 2018 was used to calculate the withholding obligation.
 - (5) On February 28, 2018, the issuer completed a stock split resulting in the distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. On April 23, 2018, the issuer paid a special cash dividend. Total has been updated to reflect the acquisition of 14,583 additional shares in the February 2018 stock split, including 764 shares of Class B common performance-based restricted stock issued in connection with the July 24, 2014 award of Class A common stock.
 - (6) Total has been updated to reflect the acquisition of 13 additional shares in the February 2018 stock split.
 - (7) These stock appreciation rights were previously reported as covering 46,288 shares at an exercise price of \$23.20, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (8) These stock appreciation rights were previously reported as covering 49,718 shares at an exercise price of \$29.35, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (9) These stock appreciation rights were previously reported as covering 31,942 shares at an exercise price of \$36.21, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (10) These stock appreciation rights were previously reported as covering 27,354 shares at an exercise price of \$45.985, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (11) These stock appreciation rights were previously reported as covering 22,300 shares at an exercise price of \$51.125, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (12) These stock appreciation rights were previously reported as covering 30,028 shares at an exercise price of \$49.005, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (13) These stock appreciation rights were previously reported as covering 25,330 shares at an exercise price of \$50.63, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.