

Fitzgerald Brian P
 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, 2015
 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 *
 Fitzgerald Brian P

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)
 SVP, Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class B Common	04/30/2018		M	V	6,169 \$ 13.942	10,586 ⁽¹⁾	D
Class B Common	04/30/2018		F	V	3,064 \$ 56.04 ⁽²⁾	7,522	D

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.

SEC 1474 (9-02)

Edgar Filing: Fitzgerald Brian P - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ <u>13.942</u> (3)	04/30/2018		M		6,169		05/01/2011	04/30/2018	Class B Common	6,169 (3)
Stock Appreciation Right	\$ <u>10.62</u> (4)							05/01/2012	04/30/2019	Class B Common	12,040 (4)
Stock Appreciation Right	\$ <u>15.088</u> (5)							05/01/2013	04/30/2020	Class B Common	10,110 (5)
Stock Appreciation Right	\$ <u>18.217</u> (6)							05/01/2014	04/30/2021	Class B Common	9,520 (6)
Stock Appreciation Right	\$ <u>23.047</u> (7)							05/01/2015	04/30/2022	Class B Common	8,840 (7)
Stock Appreciation Right	\$ <u>28.433</u> (8)							05/01/2016	04/30/2023	Class B Common	14,670 (8)
Stock Appreciation Right	\$ <u>36.109</u> (9)							05/01/2017	04/30/2024	Class B Common	11,320 (9)
Stock Appreciation Right	\$ <u>40.145</u> (10)							05/01/2018	04/30/2025	Class B Common	13,280 (10)
Stock Appreciation Right	\$ <u>38.481</u> (11)							05/01/2019	04/30/2026	Class B Common	18,150 (11)
Stock Appreciation Right	\$ <u>39.757</u> (12)							05/01/2020	04/30/2027	Class B Common	18,370 (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fitzgerald Brian P 850 DIXIE HIGHWAY LOUISVILLE, KY 40210			SVP, Chief Accounting Officer	

Signatures

Michael E. Carr, Jr., Attorney in Fact for Brian P. 05/02/2018
 Fitzgerald

**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) 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 883 additional shares in the February 2018 stock split.
 - (2) The closing price of BF-B on April 27, 2018 was used to calculate the withholding obligation.
 - (3) These stock appreciation rights were previously reported as covering 4,844 shares at an exercise price of \$17.755, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (4) These stock appreciation rights were previously reported as covering 9,456 shares at an exercise price of \$13.525, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (5) These stock appreciation rights were previously reported as covering 7,938 shares at an exercise price of \$19.215, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (6) These stock appreciation rights were previously reported as covering 7,478 shares at an exercise price of \$23.20, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
 - (7) These stock appreciation rights were previously reported as covering 6,948 shares at an exercise price of \$29.35, 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 11,524 shares at an exercise price of \$36.21, 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 8,892 shares at an exercise price of \$45.985, 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 10,428 shares at an exercise price of \$51.125, 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 14,256 shares at an exercise price of \$49.005, 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 14,429 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.