

BROWN FORMAN CORP

Form 4

August 01, 2016

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 George Garvin IV

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/28/2016

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

850 DIXIE HIGHWAY

(Street)

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

LOUISVILLE, KY 40210

(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)
			Code	V Amount (A) or (D) Price			
Class A Common					57,837	D	
Class B Common					275,850	D	
Class A Common					496	I	GGB4 2010#2 LLC
Class A Common					529,554	I	GGB4 2010 #1 LP
Class A Common					104,457	I	2012 GRAT

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Class A Common	11,620	I	GGB IV CLAT
Class A Common	2,580,235.5	I	GGB4 2012 LP
Class A Common	7,471	I	Spouse's trust
Class A Common	47,625	I	Sullivan Street Partners
Class A Common	10,190	I	2010 GRAT
Class A Common	7,346	I	Crummey Trust
Class B Common	2,973	I	Spouse's trust
Class B Common	17,418	I	2010 GRAT
Class B Common	78,300	I	GGB4 2010#2 LLC
Class B Common	3,095	I	Crummey Trust
Class B Common	12,979.8325 (1)	I	By 401k
Class B Common	255,168	I	GGB4 2012 LP
Class B Common	2,746	I	CBGB LLC

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 Underlying (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Title

							Expiration Date	
Deferred Stock Units	(2)	07/28/2016	A	2,972.2275	(3)	(3)		Class A Common
Restricted Stock Units	(4)					04/30/2017 ⁽⁵⁾	(5)	Class B Common
Restricted Stock Units	(4)					04/30/2018 ⁽⁶⁾	(6)	Class B Common
Restricted Stock Units	(4)					04/30/2019 ⁽⁷⁾	(7)	Class B Common
Stock Appreciation Right		\$ 33.76				05/01/2010	04/30/2017	Class B Common
Stock Appreciation Right		\$ 35.51				05/01/2011	04/30/2018	Class B Common
Stock Appreciation Right		\$ 27.05				05/01/2012	04/30/2019	Class B Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown George Garvin IV 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	X			

Signatures

Michael E. Carr, Jr., Attorney in Fact for George Garvin
Brown IV

08/01/2016

__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) Number of shares acquired through the issuer's 401(k) plan as of July 27, 2016.

(2) Under the Brown-Forman Corporation Non-Employee Director Deferred Stock Unit Program, each DSU represents the right to receive one share of the Company's Class A common stock. Grants made on July 28, 2016, were based on the closing price of the Company's Class A common stock on that date (\$105.14). On each dividend payment date, participants are credited with DSU equivalents, and the DSU total on this form has been updated to reflect such credits.

(3) Annual grants of DSUs vest over the course of the Board year. DSUs are paid out in Class A common stock on the first February 1 that is at least six months following the director's termination from Board service.

(4) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.

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- (5) The restricted stock units were granted on July 25, 2013, and vest April 30, 2017.
- (6) The restricted stock units were granted on July 24, 2014, and vest April 30, 2018.
- (7) The restricted stock units were granted on July 23, 2015, and vest on April 30, 2019.

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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