

BROWN FORMAN CORP
Form 4
April 15, 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 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)
04/14/2016

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class B Common	04/14/2016		M	4,819 A \$ 34.95	5,177	D	
Class B Common	04/14/2016		F	1,773 D \$ 95.04 (1)	3,404	D	
Class A Common					259,473	D	
Class B Common					42,556	I	Atkinson Hill LLC
Class A Common					45	I	By Spouse

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Class B Common	10	I	By Spouse
Class B Common	25,146	I	By Trust
Class A Common	2,250	I	Trust fbo Children
Class B Common	562	I	Trust fbo Children
Class A Common	8,262	I	UTMA f/b/o Child-1
Class B Common	3,753	I	UTMA f/b/o Child-1
Class A Common	2,523	I	UTMA f/b/o Child-2
Class B Common	1,192	I	UTMA f/b/o Child-2

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Stock Appreciation Right	\$ 34.95	04/14/2016		M	4,819	07/27/2006	04/30/2016	Class B Common	4,819
Deferred Stock Units	(2)					(3)	(3)	Class B Common	1,691

Stock Appreciation Right	\$ 27.05	07/23/2009	04/30/2019	Class B Common	6,73
Stock Appreciation Right	\$ 35.51	07/24/2008	04/30/2018	Class B Common	5,43
Stock Appreciation Right	\$ 33.7659	07/26/2007	04/30/2017	Class B Common	5,98

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Martin S JR 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	X			

Signatures

Kelly A. Bowen, Attorney in Fact for Martin S. Brown, Jr.	04/15/2016
**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) The closing price of BF-B (\$95.04) on April 13, 2016 was used to calculate the withholding obligation.
- (2) Each deferred stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (3) 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.

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.