

BROWN FORMAN CORP

Form 4

August 01, 2016

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 *
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (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 |

Edgar Filing: BROWN FORMAN CORP - Form 4

| | | | | |
|-------------------|--|---------------------------|---|--------------------------------|
| 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 <u>(1)</u> | 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.

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)

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.

Edgar Filing: BROWN FORMAN CORP - Form 4

- (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. 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.