

STUBBS DACE BROWN
Form 4
March 27, 2013

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 *
STUBBS DACE BROWN

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)
03/26/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common | | | | (A) | 101,409.7 | D | |
| Class A Common | | | | (A) | 235,495 | I | SMPL 2012 Partnership |
| Class A Common | | | | (A) | 2,379.1 | I | Albrecht Trust |
| Class A Common | | | | (A) | 1,758.7 | I | GGB Trust |
| Class A Common | | | | (A) | 3,882,267 | I | Log House 2011 LP |

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| | | | | | | | | |
|-------------------|------------|---|-------|---|---------------------------|-----------|---|----------------------|
| Class B Common | 03/26/2013 | M | 6,253 | A | \$ 18.94 | 308,282.5 | D | |
| Class B Common | 03/26/2013 | F | 1,711 | D | \$ 69.23 | 306,571.5 | D | |
| Class B Common | 03/26/2013 | S | 4,542 | D | \$ 69.93 <u>(1)</u> | 302,029.5 | D | |
| Class B Common | | | | | | 175,000 | I | WKS Partnership |
| Class B Common | | | | | | 577,566 | I | Log House 2011 LP |

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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|---------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount (Number of Shares) |
| Non-Qualified Stock Option (right to buy) | \$ 18.94 | 03/26/2013 | | M | 6,253 | 05/01/2003 04/30/2013 | Class B Common | 6,253 | |
| Non-Qualified Stock Option (right to buy) | \$ 22.49 | | | | | 07/22/2004 04/30/2014 | Class B Common | 4,542 | |
| Stock Appreciation Rights | \$ 28.58 | | | | | 07/28/2005 04/30/2015 | Class B Common | 5,454 | |
| Stock Appreciation Rights | \$ 34.95 | | | | | 07/27/2006 04/30/2016 | Class B Common | 4,542 | |
| Stock Appreciation | \$ 33.76 | | | | | 07/26/2007 04/30/2017 | Class B Common | 5,454 | |

Rights

Stock

Appreciation \$ 35.51

07/24/2008 04/30/2018

Class B
Common

5,

Rights

Stock

Appreciation \$ 27.05

07/23/2009 04/30/2019

Class B
Common

6,

Rights

Stock

Appreciation (2)

(3)

(3)

Class B
Common

3,3

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STUBBS DACE BROWN 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | X | | | |

Signatures

Laura H. Pulliam, Attorney in Fact for Dace Brown
Stubbs

03/27/2013

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.82 to \$70.04 inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(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 B common stock.

(3) Annual grants of DSUs vest over the course of the Board year. DSUs are paid out in class B common stock on the first February 1 that is at least six 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.

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