

McCallum Mark I
Form 4
June 02, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McCallum Mark I

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)
06/01/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

LOUISVILLE, KY 40210

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Class A Common	06/01/2009		A		2,354 (1)	A	\$ 0 8,829	D
Class B Common							1,618 (2)	D
Class B Common							18 (3)	I
								By Son

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**

SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) (4)	\$ 30.62							05/01/2009	04/30/2013	Class B Common	9,799
Non-Qualified Stock Option (right to buy) (5)	\$ 36.35							05/01/2007	04/30/2014	Class B Common	6,892
Stock Appreciation Right (6)	\$ 46.19							05/01/2008	04/30/2015	Class B Common	10,418
Stock Appreciation Right (7)	\$ 56.5							07/27/2006	04/30/2016	Class B Common	2,854
Stock Appreciation Right (8)	\$ 54.58							05/01/2010	04/30/2017	Class B Common	9,869
Stock Appreciation Right (9)	\$ 57.4							05/01/2011	04/30/2018	Class B Common	9,059

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McCallum Mark I 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	Executive Vice President

Signatures

Diane Barhorst, Atty. in Fact for Mark
McCallum

06/02/2009

__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 reporting person was issued these shares of restricted stock pursuant to a fiscal 2009 performance-based award granted July 24, 2008, under the Brown-Forman Omnibus Compensation Plan.
 - (2) In October 2008, the Issuer completed a stock distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. This total has been adjusted to reflect 1,618 Class B shares received through the distribution.
 - (3) In October 2008, the Issuer completed a stock distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. This total has been adjusted to reflect 3 Class B shares received through the distribution.
 - (4) These options were previously reported as covering 7,839 shares at an exercise price of \$38.27 per share, but were adjusted to reflect the October 2008 stock distribution.
 - (5) These options were previously reported as covering 5,513 shares at an exercise price of \$45.44 per share, but were adjusted to reflect the October 2008 stock distribution.
 - (6) These stock appreciation rights were previously reported as covering 8,334 shares at an exercise price of \$57.74 per share, but were adjusted to reflect the October 2008 stock distribution.
 - (7) These stock appreciation rights were previously reported as covering 2,283 shares at an exercise price of \$70.63 per share, but were adjusted to reflect the October 2008 stock distribution.
 - (8) These stock appreciation rights were previously reported as covering 7,895 shares at an exercise price of \$68.22 per share, but were adjusted to reflect the October 2008 stock distribution.
 - (9) These stock appreciation rights were previously reported as covering 7,247 shares at an exercise price of \$71.75 per share, but were adjusted to reflect the October 2008 stock distribution.

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.