

BROWN FORMAN CORP
Form 4
March 27, 2017

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 Campbell P

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)
03/23/2017

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	09/13/2016		G	V	1,200	D	\$ 0 625,135 ⁽¹⁾	D
Class A Common	02/13/2017		G	V	1,150	D	\$ 0 1,609,476 ⁽²⁾	D
Class A Common	02/13/2017		G	V	575	A	\$ 0 17,159 ⁽³⁾	I
Class A Common	03/23/2017		J ⁽⁴⁾		3,000,000	D	⁽⁴⁾ 963,536 ⁽⁵⁾	I

Trust FBO
Geo
Garvin
Brown IV
Brown
Barker
2013 LLC

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Class A Common	1,059,108 ⁽⁶⁾	I	CPB 2010 #1 LLC
Class A Common	142,500 ⁽⁷⁾	I	Trust FBO Campbell P. Brown
Class A Common	142,500 ⁽⁷⁾	I	Trust FBO Geo Garvin Brown IV (Irrev)
Class B Common	540,883 ⁽⁸⁾	I	Brown Barker 2013 LLC
Class B Common	15,737.1308 ⁽⁹⁾	I	By 401k
Class B Common	0 ⁽¹⁰⁾	I	CBGB LLC
Class B Common	36 ⁽¹¹⁾	I	Child #1
Class B Common	36 ⁽¹¹⁾	I	Child #2
Class B Common	48,435 ⁽¹²⁾	I	CPB 2010 #2 LLC
Class B Common	9,387.8618 ⁽¹³⁾	I	ESPP
Class B Common	2,706 ⁽¹⁴⁾	I	Trust FBO Geo Garvin Brown IV

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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of (D)
(Instr. 3,
4, and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units				(15)	05/01/2017	(15)	Class B Common	1,726
Restricted Stock Units				(17)	05/01/2018	(17)	Class B Common	952
Restricted Stock Units				(19)	05/01/2019	(19)	Class B Common	2,916
Stock Appreciation Right				\$ 16.88 (21)	07/26/2007	04/30/2017	Class B Common	3,748 (21)
Stock Appreciation Right				\$ 17.755 (22)	07/24/2008	04/30/2018	Class B Common	3,438
Stock Appreciation Right				\$ 19.215 (23)	07/22/2010	04/30/2020	Class B Common	1,774
Stock Appreciation Right				\$ 45.985 (24)	07/24/2014	04/30/2024	Class B Common	2,224
Stock Appreciation Right				\$ 49.005 (25)	05/01/2019	04/30/2026	Class B Common	5,702

Reporting Owners

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

Signatures

Michael E. Carr, Jr., Attorney in Fact for Campbell P. Brown

03/27/2017

__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).
- On August 18, 2016, the Class A and Class B common stock of Brown-Forman Corporation split 2-1, resulting in the reporting person's acquisition of 311,794 additional shares. Total also updated to reflect the acquisition of 2,747 additional shares resulting from the dissolution of CBGB LLC on September 14, 2016, and to correct prior reporting error.
- (1) Reflects the acquisition of 805,313 additional shares in the August 2016 stock split.
 - (2) Reflects the acquisition of 8,042 additional shares in the August 2016 stock split and total corrected as a result of a prior reporting error.
 - (3) Reflects contribution of shares to a limited liability company.
 - (4) Reflects the acquisition of 1,981,768 additional shares in the August 2016 stock split.
 - (5) Reflects the acquisition of 529,554 additional shares in the August 2016 stock split.
 - (6) Reflects the acquisition of 71,250 additional shares in the August 2016 stock split.
 - (7) Reflects the acquisition of 270,442 additional shares in the August 2016 stock split.
 - (8) Total updated to reflect shares acquired in the August 2016 stock split.
 - (9) Reflects the acquisition of 2,746 additional shares in the August 2016 stock split. Total also updated to reflect the distribution of all shares on September 14, 2016.
 - (10) Reflects the acquisition of 18 additional shares in the August 2016 stock split.
 - (11) Reflects the acquisition of 24,218 additional shares in the August 2016 stock split.
 - (12) Number of shares acquired through the issuer's employee stock purchase program as of March 27, 2017. Total also updated to reflect shares acquired in August 2016 stock split.
 - (13) Reflects the acquisition of 1,353 additional shares in the August 2016 stock split.
 - (14) The restricted stock units vest May 1, 2017
 - (15) Reflects the acquisition of 863 additional restricted stock units in the August 2016 stock split.
 - (16) The restricted stock units vest May 1, 2018.
 - (17) Reflects the acquisition of 476 additional restricted stock units in the August 2016 stock split.
 - (18) The restricted stock units vest May 1, 2019.
 - (19) Reflects the acquisition of 1,458 additional restricted stock units in the August 2016 stock split.
 - (20) These SSARs were previously reported as covering 1,874 shares at an exercise price of \$33.76.
 - (21) These SSARs were previously reported as covering 1,719 shares at an exercise price of \$35.51.
 - (22) These SSARs were previously reported as covering 887 shares at an exercise price of \$38.43.
 - (23) These SSARs were previously reported as covering 1,112 shares at an exercise price of \$91.97.
 - (24) These SSARs were previously reported as covering 2,851 shares at an exercise price of \$98.01.
 - (25)

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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