

McCallum Mark I  
Form 4  
May 02, 2011

**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 \*  
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)  
04/30/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP, COO

LOUISVILLE, KY 40210

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

(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                  | 04/30/2011                           |  | F                              |   | \$ 1,102 (1) 71.86 (2) 7,727  | D  |                                   |
| Class B Common                  | 04/30/2011                           |  | F                              |   | \$ 1,618 (1) 70.07 (2) 0  | D  |                                   |
| Class B Common                  |                                      |  |                                |   |   | 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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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)  | \$ 30.18<br>(3)  |                                      |  |                                |   | 05/01/2009   | 04/30/2013  | Class B Common | 9,941<br>(3)               |
| Non-Qualified Stock Option (right to buy)  | \$ 35.83<br>(3)  |                                      |  |                                |   | 05/01/2007   | 04/30/2014  | Class B Common | 6,992<br>(3)               |
| Stock Appreciation Right                   | \$ 45.53<br>(3)  |                                      |  |                                |   | 05/01/2008   | 04/30/2015  | Class B Common | 10,569<br>(3)              |
| Stock Appreciation Right                   | \$ 55.69<br>(3)  |                                      |  |                                |   | 07/27/2006   | 04/30/2016  | Class B Common | 2,895<br>(3)               |
| Stock Appreciation Right                   | \$ 53.8<br>(3)   |                                      |  |                                |   | 05/01/2010   | 04/30/2017  | Class B Common | 10,012<br>(3)              |
| Stock Appreciation Right                   | \$ 56.58<br>(3)  |                                      |  |                                |   | 05/01/2011   | 04/30/2018  | Class B Common | 9,190<br>(3)               |
| Stock Appreciation Right                   | \$ 43.1<br>(3)   |                                      |  |                                |   | 05/01/2012   | 04/30/2019  | Class B Common | 14,705<br>(3)              |
| Stock Appreciation Right                   | \$ 61.24<br>(3)  |                                      |  |                                |   | 05/01/2013   | 04/30/2020  | Class B Common | 12,834<br>(3)              |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| McCallum Mark I<br>850 DIXIE HIGHWAY<br>LOUISVILLE, KY 40210 |               |           | Executive VP, COO |       |

## Signatures

|  |            |
|--|------------|
| Holli H. Lewis, Atty. in Fact for Mark<br>McCallum | 05/02/2011 |
|--|------------|

\_\_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) To satisfy tax withholding obligations associated with the April 30, 2011 vesting of certain past grants of Class A and Class B restricted stock, the reporting person surrendered 1,102 shares of Class A Common Stock and 1,618 shares of Class B Common Stock.
- (2) The closing prices of BF-A (\$71.86) and BF-B (\$70.07) on April 29, 2011 were used to calculate the tax withholding obligation.
- (3) All outstanding derivative security amounts and exercise prices were adjusted on December 10, 2010, the record date for the Issuer's December 28, 2010 special cash dividend.

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.