

STUBBS DACE BROWN  
Form 4  
January 02, 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)  
07/12/2012

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 (D) Price			
Class A Common	07/12/2012		G <sup>(1)</sup>	V 60,495 D \$ 0	271,995.7	D	
Class A Common	07/12/2012		G <sup>(1)</sup>	V 60,495 A \$ 0	60,495	I	SMPL 2012 Partnership
Class A Common	12/24/2012		G <sup>(1)</sup>	V 175,000 D \$ 0	96,995.7	D	
Class A Common	12/24/2012		G <sup>(1)</sup>	V 175,000 D \$ 0	235,495	I	SMPL 2012 Partnership
Class A Common	12/28/2012		J <sup>(2)</sup>	233,140 D <u>(2)</u>	235,495	I	SMPL 2012 Partnership

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Class A Common	12/28/2012		J <sup>(2)</sup>	233,140	A	2	235,495	I	SMPL 2012 Partnership
Class A Common							2,379.1	I	Albrecht Trust
Class A Common							1,758.7	I	GGB Trust
Class A Common							3,882,267	I	Log House 2011 LP
Class B Common	12/24/2012		G <sup>(3)</sup>	V 175,000	D	\$ 0	306,951.5	D	
Class B Common	12/24/2012		G <sup>(3)</sup>	V 175,000	A	\$ 0	175,000	I	WKS Partnership
Class B Common	12/24/2012		G <sup>(3)</sup>	V 1,750	A	\$ 0	175,000	I	WKS Partnership
Class B Common	12/24/2012		G <sup>(3)</sup>	V 1,750	A	\$ 0	175,000	I	WKS Partnership
Class B Common	12/31/2012		J <sup>(4)</sup>	173,250	D	4	175,000	I	WKS Partnership
Class B Common	12/31/2012		J <sup>(4)</sup>	173,250	A	4	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
						05/01/2003	04/30/2013		6,253

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Non-Qualified Stock Option (right to buy)	\$ 18.94 <u>(7)</u>			Class B Common	
Non-Qualified Stock Option (right to buy)	\$ 22.49 <u>(7)</u>	07/22/2004	04/30/2014	Class B Common	4,867 (7)
Stock Appreciation Rights	\$ 28.58 <u>(7)</u>	07/28/2005	04/30/2015	Class B Common	5,658 (7)
Stock Appreciation Right	\$ 34.95 <u>(7)</u>	07/27/2006	04/30/2016	Class B Common	4,819 (7)
Stock Appreciation Right	\$ 33.76 <u>(7)</u>	07/26/2007	04/30/2017	Class B Common	5,987 (7)
Stock Appreciation Right	\$ 35.51 <u>(7)</u>	07/24/2008	04/30/2018	Class B Common	5,495 (7)
Stock Appreciation Right	\$ 27.05 <u>(7)</u>	07/23/2009	04/30/2019	Class B Common	6,752 (7)
Deferred Stock Units	<u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Class B Common	3,306.9 <u>(7)</u>

## Reporting Owners

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

## Signatures

Diane M. Barhorst, Attorney-in-Fact for Dace Brown Stubbs 01/02/2013

        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) On 7/12/2012 and 12/24/2012, the reporting person transferred shares to SMPL 2012 Partnership, of which the reporting person and a family trust are partners.
- (2) On 12/28/2012, the reporting person transferred a 99% interest in SMPL 2012 Partnership to a family trust in which she has a pecuniary interest.

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- (3) On 12/24/2012, the reporting person transferred shares to WKS Partnership and subsequently gifted a 1% interest in the partnership to her husband.
- On 12/31/2012, the reporting person transferred a 99% interest in WKS Partnership to a family trust in which she has a pecuniary interest.
- (4) The reporting person disclaims beneficial ownership of all trusts and entities set forth in this form except to the extent of her pecuniary interest therein.
- (5) 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.
- (6) 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.
- (7) All outstanding derivative security amounts and exercise prices were adjusted on December 27, 2012, the record date for the Issuer's December 12, 2012 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.