

BROWN FORMAN CORP
Form 4
March 25, 2016

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 George Garvin IV

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

850 DIXIE HIGHWAY

(Street)

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

LOUISVILLE, KY 40210

(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 | | 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 | 09/04/2015 | | G | V | 36 | D | \$ 0 | 273,427 | D | |
| Class B Common | 10/09/2015 | | G | V | 1,630 | D | \$ 0 | 271,797 | D | |
| Class B Common | 10/09/2015 | | G | V | 520 | A | \$ 0 | 3,095 | I | Crummey Trust |
| Class B Common | 10/09/2015 | | G | V | 1,370 | A | \$ 0 | 2,973 | I | Spouse's trust |
| Class A Common | 03/22/2016 | | G | V | 47,625 | D | \$ 0 | 69,010 | D | |

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| | | | | | | | | | |
|-------------------|------------|-------------------------|---|--------|---|-----------------------------|-------------|---|--------------------------------|
| Class A Common | 03/22/2016 | G | V | 47,625 | A | \$ 0 | 47,625 | I | Sullivan Street Partners |
| Class A Common | 03/23/2016 | G | V | 1,650 | D | \$ 0 | 67,360 | D | |
| Class A Common | 03/23/2016 | G | V | 1,400 | A | \$ 0 | 7,471 | I | Spouse's trust |
| Class A Common | 03/23/2016 | <u>J</u> ⁽¹⁾ | | 9,523 | D | \$ 105.225 <u>(2)</u> | 57,837 | D | |
| Class A Common | 03/23/2016 | <u>J</u> ⁽¹⁾ | | 9,523 | A | \$ 105.225 <u>(2)</u> | 104,457 | I | 2012 GRAT |
| Class B Common | | | | | | | 12,891.1691 | I | By 401k <u>(3)</u> |
| Class A Common | | | | | | | 57,837 | D | |
| Class A Common | | | | | | | 10,190 | I | 2010 GRAT |
| Class B Common | | | | | | | 17,418 | I | 2010 GRAT |
| Class B Common | | | | | | | 2,746 | I | CBGB LLC |
| Class A Common | | | | | | | 7,346 | I | Crummey Trust |
| Class A Common | | | | | | | 11,620 | I | GGB IV CLAT |
| Class A Common | | | | | | | 529,554 | I | GGB4 2010 #1 LP |
| Class B Common | | | | | | | 78,300 | I | GGB4 2010#2 LLC |
| Class A Common | | | | | | | 496 | I | GGB4 2010#2 LLC |
| Class A Common | | | | | | | 2,580,235.5 | I | GGB4 2012 LP |
| Class B Common | | | | | | | 255,168 | I | GGB4 2012 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 Number of Shares |
| Deferred Stock Units | (4) | | | | | (5) | (5) | Class A Common | 3,161 |
| Stock Appreciation Right | \$ 34.95 | | | | | 05/01/2009 | 04/30/2016 | Class B Common | 1,400 |
| Stock Appreciation Right | \$ 35.51 | | | | | 05/01/2011 | 04/30/2018 | Class B Common | 1,540 |
| Stock Appreciation Right | \$ 27.05 | | | | | 05/01/2012 | 04/30/2019 | Class B Common | 4,710 |
| Restricted Stock Units | (6) | | | | | 04/30/2016(7) | (7) | Class B Common | 3,120 |
| Restricted Stock Units | (6) | | | | | 04/30/2017(8) | (8) | Class B Common | 3,920 |
| Restricted Stock Units | (6) | | | | | 04/30/2018(9) | (9) | Class B Common | 3,420 |
| Restricted Stock Units | (6) | | | | | 04/30/2019(10) | (10) | Class B Common | 380 |
| Stock Appreciation Right | \$ 33.76 | | | | | 05/01/2010 | 04/30/2017 | Class B Common | 1,670 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown George Garvin IV 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

Kelly Bowen, Atty. in Fact for George Garvin
Brown IV

03/25/2016

__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 March 23, 2016, the reporting person exchanged Class A shares for cash held by a GRAT. The reporting person disclaims beneficial ownership of the shares by the GRAT except to the extent of his pecuniary interest therein.
 - (2) The mean price of the issuer's Class A Common stock as of March 23, 2016 (\$105.225) was used to value the transaction.
 - (3) Number of shares acquired through the issuer's 401(k) plan as of March 24, 2016.
 - (4) 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 A common stock. Grants made on July 23, 2015, were based on the closing price of the Company's Class A common stock on that date (\$111.30). On each dividend payment date, participants are credited with DSU equivalents.
 - (5) Annual grants of DSUs vest over the course of the Board year. DSUs are paid out in Class A common stock on the first February 1 that is at least six months following the Director's termination from Board service.
 - (6) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
 - (7) The Restricted Stock Units were granted on July 26, 2012, and vest on April 30, 2016.
 - (8) The Restricted Stock Units were granted on July 25, 2013, and vest on April 30, 2017.
 - (9) The Restricted Stock Units were granted on July 24, 2014, and vest on April 30, 2018.
 - (10) The Restricted Stock Units were granted on July 23, 2015, and vest on April 30, 2019.

Remarks:

The reporting person disclaims beneficial ownership of the shares held by trusts and entities set forth in this form except to the

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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