

Brown George Garvin IV
 Form 4
 May 06, 2010

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)
 850 DIXIE HWY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/05/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common | | | | | 381,811 | I | George Garvin Brown III Trust UW |
| Class A Common | | | | | 2,642,357 | I | CBGB LLC |
| Class A Common | | | | | 38,447 | I | Trust u/a FBO Geo. Garvin Brown IV |
| | | | | | 1,097.38 ⁽¹⁾ | D | |

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| | | | | | | | | | | |
|-------------------|------------|--|------------------|-------|---|------------------------------|---|---------|---|---|
| Class B Common | | | | | | | | | | |
| Class B Common | | | | | | 5,711.69 ⁽²⁾ | I | | By 401(k) Plan | |
| Class B Common | | | | | | 95,452 | I | | George Garvin Brown III Trust UW | |
| Class B Common | 05/05/2010 | | S ⁽³⁾ | 5,000 | D | \$ 56.8 ⁽⁴⁾ | | 592,950 | I | CBGB, LLC |
| Class B Common | | | | | | | | | I | Trust u/a FBO Geo. Garvin Brown IV |

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 number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 25.06 | | | | | 05/01/2005 04/30/2012 | Class B Common 808 |
| Non-Qualified Stock Option (right to buy) | \$ 30.62 | | | | | 05/01/2006 04/30/2013 | Class B Common 1,162 |
| Non-Qualified Stock Option | \$ 36.35 | | | | | 05/01/2007 04/30/2014 | Class B Common 1,910 |

(right to buy)

| | | | | | |
|--------------------------------|----------|------------|------------|-------------------|-------|
| Stock Appreciation Right | \$ 46.19 | 05/01/2008 | 04/30/2015 | Class B Common | 660 |
| Stock Appreciation Right | \$ 56.5 | 05/01/2009 | 04/30/2016 | Class B Common | 907 |
| Stock Appreciation Right | \$ 54.58 | 05/01/2010 | 04/30/2017 | Class B Common | 1,038 |
| Stock Appreciation Right | \$ 57.4 | 05/01/2011 | 07/24/2018 | Class B Common | 953 |
| Stock Appreciation Right | \$ 43.72 | 05/01/2012 | 04/30/2019 | Class B Common | 2,915 |

Reporting Owners

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

Signatures

Diane M. Barhorst, Atty. in Fact for George Garvin
Brown IV

05/06/2010

__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) Includes shares held under the Brown-Forman Dividend Reinvestment Plan as of April 30, 2010.
- (2) Held in 401(k) plan as of April 30, 2010.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the selling entity on April 15, 2010 and described in a Form 8-K filed by Brown-Forman Corporation with the Securities and Exchange Commission on April 16, 2010.
Price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.69 to \$56.92, inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within this range.
- (4)

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.