

McCallum Mark I  
Form 4  
June 01, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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)  
06/01/2012

\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common                  | 06/01/2012                           |  | A                              | (A) or (D)<br>Amount<br>7,579<br>(1)                              | \$ 0 14,503   | D  |   |
| Class B Common                  |                                      |  |                                |   | 18  | I  | By Son  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**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   |                                      |  |                                |   | 05/01/2009      04/30/2013                               | Class B Common      9,941                                     |
| Non-Qualified Stock Option (right to buy)  | \$ 35.83   |                                      |  |                                |   | 05/01/2007      04/30/2014                               | Class B Common      6,992                                     |
| Stock Appreciation Right                   | \$ 45.53   |                                      |  |                                |   | 05/01/2008      04/30/2015                               | Class B Common      10,569                                    |
| Stock Appreciation Right                   | \$ 55.69   |                                      |  |                                |   | 07/27/2006      04/30/2016                               | Class B Common      2,895                                     |
| Stock Appreciation Right                   | \$ 53.8  |                                      |  |                                |   | 05/01/2010      04/30/2017                               | Class B Common      10,012                                    |
| Stock Appreciation Right                   | \$ 56.58   |                                      |  |                                |   | 05/01/2011      04/30/2018                               | Class B Common      9,190                                     |
| Stock Appreciation Right                   | \$ 43.1  |                                      |  |                                |   | 05/01/2012      04/30/2019                               | Class B Common      14,705                                    |
| Stock Appreciation Right                   | \$ 61.24   |                                      |  |                                |   | 05/01/2013      04/30/2020                               | Class B Common      12,834                                    |
| Stock Appreciation Right                   | \$ 73.95   |                                      |  |                                |   | 05/01/2014      04/30/2021                               | Class B Common      14,521                                    |

## 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

|   |            |
|---|------------|
| Diane M. Barhorst, Atty. in Fact for Mark<br>McCallum | 06/01/2012 |
|---|------------|

\_\_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).

These shares were issued on June 1, 2012 in connection with a July 23, 2009 award of Class A Common Performance-Based Restricted Stock. The award - initially determined as a cash value - was subject to a three-year performance period, which ended April 30, 2012. The

- (1) number of shares issued was determined by multiplying the cash value of the award by a three-year performance adjustment factor, adjusting upwards to account for dividends paid during the second and third years of the performance period, and then dividing that amount by \$46.40, which was the closing price of the issuer's Class A common stock on the date of the grant.

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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