

Frazier Laura
Form 4
October 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
Frazier Laura

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)
10/19/2012

____ Director
____ Officer (give title below)
 10% Owner
____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common | | | | (A) Amount Price | 207,313 ⁽⁴⁾ | D | |
| Class A Common | | | | (A) Amount Price | 354 ⁽⁵⁾ | I | Cordt Huneke Trust |
| Class A Common | | | | (A) Amount Price | 354 ⁽⁵⁾ | I | Chase Huneke Trust |
| Class A Common | | | | (A) Amount Price | 354 ⁽⁵⁾ | I | Brooke Huneke Trust |

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| | | | | | | | | |
|-------------------|------------|------------------|----------|---|-----|-----------------------------|---|--|
| Class A Common | | | | | | 354 ⁽⁵⁾ | I | Kelli Huneke Trust |
| Class A Common | | | | | | 5,922 ⁽⁶⁾ | I | Brooke Huneke UTMA |
| Class A Common | | | | | | 5,922 ⁽⁶⁾ | I | Kelli Huneke UTMA |
| Class A Common | | | | | | 4,860 ⁽⁷⁾ | I | Annsley Frazier Thorton Trust |
| Class A Common | 01/03/2012 | G ⁽¹⁾ | 39,368 | D | (1) | 8,480,822 ⁽⁸⁾ | I | Avish Agincourt, LLC |
| Class A Common | 04/02/2012 | G ⁽¹⁾ | 36,987 | D | (1) | 8,480,882 | I | Avish Agincourt, LLC |
| Class A Common | 07/02/2012 | G ⁽¹⁾ | V 32,154 | D | (1) | 8,480,882 | I | Avish Agincourt, LLC |
| Class A Common | 10/19/2012 | J ⁽²⁾ | 590,039 | A | (2) | 8,480,882 | I | Avish Agincourt, LLC |
| Class B Common | | | | | | 223,213 ⁽⁹⁾ | D | |
| Class B Common | | | | | | 1,290 ⁽¹⁰⁾ | I | Cordt Huneke Trust |
| Class B Common | | | | | | 1,702 ⁽¹¹⁾ | I | Chase Huneke Trust |
| Class B Common | | | | | | 1,702 ⁽¹¹⁾ | I | Brooke Huneke Trust |
| Class B Common | | | | | | 1,702 ⁽¹¹⁾ | I | Kelli Huneke Trust |
| Class B Common | | | | | | 5,155 ⁽¹²⁾ | I | Brooke Huneke UTMA |
| Class B Common | | | | | | 5,065 ⁽¹³⁾ | I | Kelli Huneke |

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| | | | | | | | | UTMA | |
|----------------|------------|--|------------------|-------------|---|----------|-------------------|------|----------------------|
| Class B Common | 01/03/2012 | | G ⁽¹⁾ | 25,000 | D | (1) | 5,385,486 (14) | I | Avish Agincourt, LLC |
| Class B Common | 04/02/2012 | | G ⁽¹⁾ | 23,487 | D | (1) | 5,385,486 | I | Avish Agincourt, LLC |
| Class B Common | 07/02/2012 | | G ⁽¹⁾ | V 20,418 | D | (1) | 5,385,486 | I | Avish Agincourt, LLC |
| Class B Common | 10/19/2012 | | J ⁽²⁾ | 374,684 | A | (2) | 5,385,486 | I | Avish Agincourt, LLC |
| Class B Common | 08/16/2012 | | W ⁽³⁾ | V 1,093,749 | A | \$ 0 | 1,093,749 | I | OBF Revocable Trust |
| Class B Common | 10/19/2012 | | S ⁽²⁾ | 534,545 | D | \$ 67.11 | 559,204 | I | OBF Revocable Trust |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Frazier Laura 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

Diane Barhorst, Attorney in Fact for Laura
Frazier

10/23/2012

__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).
- (1) Represents three transfers of units of Avish Agincourt LLC from a trust of which the reporting person is trustee to a revocable trust, in satisfaction of a private annuity arrangement analogous to a grantor retained annuity trust.
 - (2) Represents private transaction involving the exchange of Class B shares in consideration of the acquisition by a revocable trust of additional limited partnership units in a charitable limited partnership, which holds Avish Agincourt LLC units and is controlled by the reporting person. The reporting person disclaims beneficial ownership of all entities except to the extent of her pecuniary interest therein.
 - (3) On August 16, 2012, the reporting person became trustee of this trust.
 - (4) On August 10, 2012, the Class A and Class B common stock of Brown-Forman Corporation split 3-2, resulting in the reporting person's acquisition of additional 69,104 shares of Class A common stock.
 - (5) Includes 118 additional Class A shares of common stock issued in the August stock split.
 - (6) Includes 1,974 additional Class A shares of common stock issued in the August stock split.
 - (7) Includes 1,620 additional Class A shares of common stock issued in the August stock split.
 - (8) Includes 2,826,960 additional Class A shares of common stock issued in the August stock split.
 - (9) Includes 74,404 additional Class B shares of common stock issued in the August stock split.
 - (10) Includes 430 additional Class B shares of common stock issued in the August stock split.
 - (11) Includes 567 additional Class B shares of common stock issued in the August stock split.
 - (12) Includes 1,718 additional Class B shares of common stock issued in the August stock split.
 - (13) Includes 1,688 additional Class B shares of common stock issued in the August stock split.
 - (14) Total has been updated to reflect the redemption of another member's interest in Avish Agincourt, LLC which redemption did not affect the reporting person's pecuniary interest, and also 1,795,162 shares received in the August 2012 stock split.

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.