

BROWN FORMAN CORP
Form 4
December 13, 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 J McCauley

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)
12/09/2016

____ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common	12/12/2016		G	5,500 D \$ 0	3,704	D	
Class A Common	12/09/2016		P	1,865 A \$ 48	33,855	I	Williams Trust
Class B Common					123,284	D	
Class B Common					102,751	I	By Brown Ventures, LLC
Class A Common					1,961,790	I	By Brown Ventures,

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				LLC
Class A Common		22,920	I	By IRA
Class B Common		27,690	I	by IRA
Class A Common		363,880	I	By JMB Irrev Trust
Class A Common		353,796	I	By MAE LLC
Class A Common		434	I	By Spouse
Class B Common		22,628	I	By Spouse
Class A Common		101,408	I	By Spouse Irrev Trust
Class A Common		7,850	I	By Spray Trust
Class A Common		2,000	I	Crummey Trust
Class A Common		193,396	I	Spouse GRAT
Class B Common		2,040	I	Williams Trust

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

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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)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

					of Shares	
Restricted Stock Units	(1)		04/30/2017 ⁽²⁾	(2)	Class B Common	424
Restricted Stock Units	(1)		04/30/2018 ⁽³⁾	(3)	Class B Common	342
Restricted Stock Units	(1)		04/30/2019 ⁽⁴⁾	(4)	Class B Common	316

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown J McCauley 850 DIXIE HIGHWAY LOUISVILLE, KY 40210		X		

Signatures

Michael E. Carr, Jr., Attorney in Fact for J. McCauley
Brown

12/13/2016

__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) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (2) The restricted stock units were granted on July 25, 2013, and vest April 30, 2017.
- (3) The restricted stock units were granted on July 24, 2014, and vest April 30, 2018.
- (4) The restricted stock units were granted on July 23, 2015, and vest April 30, 2019.

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.