

Hayes John V.
Form 4
May 02, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hayes John V.

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)
10/10/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP/President, USA & Canada

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common | 04/30/2019 | | F | | 1,265 (1) | D | \$ 52.3 (2) |
| Class B Common | 10/10/2018 | | G | | 501 (3) | D | \$ 0 |
| Class B Common | 04/30/2019 | | M | | 33,109 | A | \$ 10.62 |
| Class B Common | 04/30/2019 | | F | | 16,122 | D | \$ 52.98 (4) |
| Class B Common | 04/30/2019 | | F | | 317 (5) | D | \$ 53.29 |

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(6)

| | | | |
|-------------------|-------------------|---|-----------------------------|
| Class B Common | 7,644.7065 (7) | I | By 401k |
| Class B Common | 34.0621 (8) | I | ESPP |
| Class B Common | 14,270.58 | I | Hayes Investments LLC |
| Class B Common | 17,329 | I | Revocable Trust |

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

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SEC 1474
(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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 10.62 | 04/30/2019 | | M | 33,109 | 05/01/2012 04/30/2019 | Class B Common | 33,109 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hayes John V. 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | SVP/President, USA & Canada | |

Signatures

Jaileah X. Huddleston, Attorney in Fact for John V.
Hayes.

05/02/2019

__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) To satisfy withholding obligations associated with the July 23, 2015, award of Class A common stock that vested on April 30, 2019, the reporting person surrendered 1,265 shares of Class A common stock.
 - (2) The closing price of BF-A on April 30, 2019 was used to calculate the withholding obligation.
 - (3) Reflects the contribution of 501 BF-B to John and Jeannine Hayes Donor Advised Charitable Fund.
 - (4) The closing price of BF-B on April 29, 2019 was used to calculate the withholding obligation.
 - (5) To satisfy withholding obligations associated with the July 23, 2015, award of Class B common stock that vested on April 30, 2019, the reporting person surrendered 317 shares of Class B common stock.
 - (6) The closing price of BF-B on April 30, 2019 was used to calculate the withholding obligation.
 - (7) Number of shares acquired through the issuer's 401(k) plan as of April 30, 2019.
 - (8) Number of shares acquired through the issuer's employee stock purchase program as of 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.

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