

BROWN FORMAN CORP  
Form 4  
December 11, 2008

**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 OWSLEY II**

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)  
**12/09/2008**

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

**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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |
| Class B Common                  | 12/09/2008                           |  | S                              | 400   | D   | \$ 49.11   | 50,182  | D |
| Class B Common                  | 12/09/2008                           |  | S                              | 700   | D   | \$ 49.13   | 49,482  | D |
| Class B Common                  | 12/09/2008                           |  | S                              | 200   | D   | \$ 49.14   | 49,282  | D |
| Class B Common                  | 12/09/2008                           |  | S                              | 900   | D   | \$ 49.16   | 48,382  | D |
| Class B Common                  | 12/09/2008                           |  | S                              | 100   | D   | \$ 49.2  | 48,282  | D |

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|                   |            |   |     |   |             |            |   |                          |
|-------------------|------------|---|-----|---|-------------|------------|---|--------------------------|
| Class B<br>Common | 12/09/2008 | S | 100 | D | \$<br>49.21 | 48,182     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 200 | D | \$<br>49.22 | 47,982     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 500 | D | \$<br>49.23 | 47,482     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 308 | D | \$<br>49.24 | 47,174     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 600 | D | \$<br>49.25 | 46,574     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 100 | D | \$<br>49.27 | 46,474     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 100 | D | \$<br>49.28 | 46,374     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 200 | D | \$<br>49.29 | 46,174     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 192 | D | \$ 49.3     | 45,982     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 200 | D | \$<br>49.31 | 45,782     | D |                          |
| Class B<br>Common | 12/09/2008 | S | 100 | D | \$<br>49.33 | 45,682     | D |                          |
| Class B<br>Common |            |   |     |   |             | 50,008     | I | Breeze Hill LP           |
| Class B<br>Common |            |   |     |   |             | 84,129     | I | GRAT 1994                |
| Class B<br>Common |            |   |     |   |             | 5,739      | I | GRAT 2001                |
| Class B<br>Common |            |   |     |   |             | 68,002     | I | Equal Shares<br>2006, LP |
| Class B<br>Common |            |   |     |   |             | 26,618     | I | Longview, LP             |
| Class B<br>Common |            |   |     |   |             | 132,402    | I | Poplar Terrace<br>LP     |
| Class B<br>Common |            |   |     |   |             | 99,510     | I | Guilford-Brown<br>LP     |
| Class B<br>Common |            |   |     |   |             | 947        | I | Nectar                   |
| Class B<br>Common |            |   |     |   |             | 433,236.25 | I | Hebe, LP                 |
|                   |            |   |     |   |             | 3,171      | I |                          |

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|                   |  |  |  |           |   |  |
|-------------------|--|--|--|-----------|---|--|
| Class B<br>Common |  |  |  |           |   | Hebe<br>Non-Exempt<br>Trust fbo Owsley<br>Brown II |
| Class B<br>Common |  |  |  | 1,092     | I | Hebe Exempt<br>Trust fbo Owsley<br>Brown II        |
| Class B<br>Common |  |  |  | 1,276,190 | I | GANYMO<br>Trust/Partnership                        |
| Class B<br>Common |  |  |  | 4,070,185 | I | Olympus Three,<br>LLC                              |
| Class B<br>Common |  |  |  | 43,273    | I | Spouse   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                   |                            |
|---|--|---|---|--------------------------------------|--|--|---|-------------------|----------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title             | Amount<br>Number<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 19.68   |   |   |                                      |  | 05/01/2003   | 04/30/2010  | Class B<br>Common | 101,32                     |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 26.67   |   |   |                                      |  | 05/01/2004   | 04/30/2011  | Class B<br>Common | 80,11                      |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 25.06   |   |   |                                      |  | 05/01/2005   | 04/30/2012  | Class B<br>Common | 101,56                     |
| Non-Qualified<br>Stock Option                       | \$ 30.62   |   |   |                                      |  | 05/01/2006   | 04/30/2013  | Class B<br>Common | 101,48                     |

|   |          |            |            |                   |        |
|---|----------|------------|------------|-------------------|--------|
| (right to buy)                                  |          |            |            |                   |        |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 36.35 | 05/01/2007 | 04/30/2014 | Class B<br>Common | 81,200 |
| Stock<br>Appreciation<br>Right                  | \$ 54.4  | 11/15/2007 | 04/30/2017 | Class B<br>Common | 3,284  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BROWN OWSLEY II<br>850 DIXIE HIGHWAY<br>LOUISVILLE, KY 40210 |               | X         |         |       |

## Signatures

Diane M. Barhorst, Atty In Fact for: Owsley  
Brown II

12/11/2008

\_\_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).

### Remarks:

Filing of this form should not be construed as an admission that the filing person is, for purposes of Section 16 of the Securities Exchange Act of 1934, an insider of the issuer.

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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