

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

(Last) (First) (Middle)

850 DIXIE HIGHWAY

(Street)

LOUISVILLE, KY 40210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BROWN FORMAN CORP [BFA, BFB]

3. Date of Earliest Transaction (Month/Day/Year)

12/09/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 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.

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. 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.