

Brown J McCauley
Form 5
June 13, 2012

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
04/30/2012

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

850 DIXIE HIGHWAY

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LOUISVILLE, KY 40210

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	12/10/2011	^	G	1,800	D	\$ 0	16,054	D	^
Class A Common	^	^	^	^	^	^	548,926	I	By Brown Ventures LLC
Class A Common	^	^	^	^	^	^	28,000	I	By MAE LLC
Class A Common	^	^	^	^	^	^	231,933	I	By GRAT

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Class A Common	Â	Â	Â	Â	Â	Â	32,081	I	By JMB Irrev Trust
Class A Common	12/10/2011	Â	G	300	A	\$ 0	2,884.692	I	By children
Class A Common	12/14/2011	Â	P4	179	A	\$ 76	3,063.692	I	By Children
Class A Common	Â	Â	Â	Â	Â	Â	30,172	I	By Spouse
Class B Common	Â	Â	Â	Â	Â	Â	45,010	D	Â
Class B Common	Â	Â	Â	Â	Â	Â	137,231	I	By Brown Ventures LLC
Class B Common	Â	Â	Â	Â	Â	Â	3,762.18 ⁽¹⁾	I	BF 401(k) Plan
Class B Common	Â	Â	Â	Â	Â	Â	393	I	By Children
Class B Common	Â	Â	Â	Â	Â	Â	7,543	I	By Spouse

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 35.83	Â	Â	Â	Â	05/01/2007	04/30/2014	Class B Common	1,3
Stock Appreciation	\$ 45.53	Â	Â	Â	Â	05/01/2008	04/30/2015	Class B Common	1,1

Right

Stock Appreciation Right	\$ 55.69	Â	Â	Â	Â	Â	05/01/2009	04/30/2016	Class B Common	2,5
Stock Appreciation Right	\$ 53.8	Â	Â	Â	Â	Â	05/01/2010	04/30/2017	Class B Common	2,9
Stock Appreciation Right	\$ 56.58	Â	Â	Â	Â	Â	05/01/2011	04/30/2018	Class B Common	2,6
Restricted Stock Unit	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Class B Common	81
Restricted Stock Unit	Â	Â	Â	Â	Â	Â	Â (4)	Â (4)	Class B Common	57
Restricted Stock Unit	Â	Â	Â	Â	Â	Â	Â (5)	Â (5)	Class B Common	48

Reporting Owners

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

Signatures

Laura H. Pulliam, Atty. in Fact for J. McCauley
Brown

06/13/2012

__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) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of April 30, 2012.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common Stock.
- (3) The Restricted Stock Units were granted July 23, 2009, and vest April 30, 2013.
- (4) The Restricted Stock Units were granted July 22, 2010, and vest April 30, 2014.
- (5) The Restricted Stock Units were granted July 28, 2011, and vest April 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.