

Brown J McCauley
Form 4
February 19, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)
10/01/2008

____ Director
____ Officer (give title below)
__X__ 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)
__X__ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common | 10/01/2008 | | P | | 1,200 | A | \$ 71.18 |
| | | | | | | | 44,200 ⁽¹⁾ |
| Class A Common | 10/01/2008 | | P | | 1,100 | A | \$ 72.44 |
| | | | | | | | 45,300 |
| Class A Common | 10/01/2008 | | P | | 1,000 | A | \$ 71.19 |
| | | | | | | | 46,300 |
| Class A Common | 10/01/2008 | | P | | 200 | A | \$ 71.5 |
| | | | | | | | 46,500 |
| Class A Common | 10/01/2008 | | P | | 200 | A | \$ 72.46 |
| | | | | | | | 46,700 |

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| | | | | | | | | | |
|----------------|------------|--|------------------|--------------------|---|----------|------------------------|---|------------------------|
| Class A Common | 10/01/2008 | | P | 200 | A | \$ 72.47 | 46,900 | I | By Brown FLIP |
| Class A Common | 10/01/2008 | | P | 100 | A | \$ 72.45 | 47,000 | I | By Brown FLIP |
| Class A Common | 12/15/2008 | | G ⁽²⁾ | V 28,000 | D | \$ 0 | 185,618 ⁽³⁾ | D | |
| Class A Common | 12/15/2008 | | G ⁽²⁾ | V 28,000 | A | \$ 0 | 28,000 | I | By MAE LLC |
| Class A Common | 12/15/2008 | | G | V 0 ⁽⁴⁾ | D | \$ 0 | 501,926 ⁽⁵⁾ | I | By Brown Ventures, LLC |
| Class A Common | | | | | | | 100,000 | I | By GRAT |
| Class A Common | | | | | | | 1,579 ⁽⁶⁾ | I | By children |
| Class A Common | | | | | | | 30,172 | I | By Spouse |
| Class B Common | | | | | | | 120,010 ⁽⁷⁾ | D | |
| Class B Common | | | | | | | 3,500 ⁽⁸⁾ | I | BF 401(k) Plan |
| Class B Common | | | | | | | 125,481 ⁽⁹⁾ | I | By Brown Ventures, LLC |
| Class B Common | | | | | | | 11,750 ⁽⁹⁾ | I | By Brown FLIP |
| Class B Common | | | | | | | 393 ⁽⁹⁾ | I | By Children |
| Class B Common | | | | | | | 7,543 ⁽⁹⁾ | I | By 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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|

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| Security | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|----------|--|---|------------------|-----------------|----------------|----------------------------|
| | | Code | V | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 36.35 | | | 05/01/2007 | 04/30/2014 | Class B Common | 1,355 ⁽¹⁰⁾ |
| Stock Appreciation Right | \$ 46.19 | | | 05/01/2008 | 04/30/2015 | Class B Common | 1,172 ⁽¹¹⁾ |
| Stock Appreciation Right | \$ 56.5 | | | 05/01/2009 | 04/30/2016 | Class B Common | 2,527 ⁽¹²⁾ |
| Stock Appreciation Right | \$ 54.58 | | | 05/01/2010 | 04/30/2017 | Class B Common | 2,894 ⁽¹³⁾ |
| Stock Appreciation Right | \$ 57.4 | | | 05/01/2011 | 04/30/2018 | Class B Common | 2,657 ⁽¹⁴⁾ |

Reporting Owners

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

Signatures

Holli Lewis, Atty. in Fact for J. McCauley
Brown

02/18/2009

____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) The reporting person has elected to begin reporting all shares held by Brown FLIP but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
 - (2) On December 15, 2008, the reporting person transferred these shares to MAE LLC, a limited liability company of which the reporting person and his wife were then the sole members. On December 30, 2008, the reporting person and his wife gave certain non-voting units

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of MAE LLC to trusts controlled by and for the benefit of the reporting person and his wife. The reporting person reports all of the shares held by MAE LLC, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (3) Excludes 100,000 shares previously reported as directly-held which were contributed to a grantor retained annuity trust on December 30, 2008.
- (4) Represents separate gifts of Brown Ventures, LLC limited liability company units to four individuals and to MAE LLC.
- (5) The reporting person has elected to begin reporting all shares held by Brown Ventures, LLC, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (6) The reporting person no longer has a reportable beneficial interest in 1,832.503 shares owned by his child and included in the reporting person's prior ownership reports.
In October 2008, Brown-Forman Corporation completed a stock distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. This total has been adjusted to reflect 86,725 Class B shares received through the distribution.
- (7) Shares held in 401(k) as of February 17, 2009.
- (8) These shares were received in the October 2008 stock distribution.
- (9) These options were previously reported as covering 1084 shares at an exercise price \$45.44 per share, but were adjusted to reflect the October 2008 stock distribution.
- (10) These stock appreciation rights were previously reported as covering 937 shares at an exercise price of \$57.74 per share, but were adjusted to reflect the October 2008 stock distribution.
- (11) These stock appreciation rights were previously reported as covering 2,021 shares at an exercise price of \$70.63 per share, but were adjusted to reflect the October 2008 stock distribution.
- (12) These stock appreciation rights were previously reported as covering 2,315 shares at an exercise price of \$68.22 per share, but were adjusted to reflect the October 2008 stock distribution.
- (13) These stock appreciation rights were previously reported as covering 2,125 shares at an exercise price of \$71.75 per share, but were adjusted to reflect the October 2008 stock distribution.
- (14)

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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