

BROWN FORMAN CORP  
Form SC 13G/A  
August 23, 2006

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**BROWN-FORMAN CORPORATION**

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

115637-10-0

(CUSIP Number)

Thomas E. Rutledge

Stoll Keenon Ogden PLLC

2000 PNC Plaza

500 West Jefferson Street

Louisville, Kentucky 40202

(502) 333-6000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

August 22, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act

but shall be subject to all other provisions of the Act (however, see the Notes).

**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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CUSIP No. 115637-10-0

NAMES OF REPORTING PERSONS:

1

Martin S. Brown, Sr.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States of America

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

4,629,291

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

4,629,291

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

4,629,291

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o N/A

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

8.2%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

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**Item 1.**

Brown-Forman Corporation  
850 Dixie Highway  
Louisville, Kentucky 40210

**Item 2.**

- a) Name: Martin S. Brown, Sr.
- b) Principal Business address: 5214 Maryland Way, Suite 405  
Brentwood, Tennessee 37027
- c) United States of America
- d) Brown-Forman Corporation Class A Common Stock
- e) 0115637-10-0

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J).
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**Item 4. Ownership.**

The amount of shares beneficially owned by the undersigned as of August 22, 2006, is as follows:

	Aggregate Number
(a) Beneficially Owned	4,629,291
(b) Percent of Class	8.2%
(c) Sole Voting Power	0
Shared Voting Power	4,629,291
Sole Disposition Power	0
Shared Disposition Power	4,629,291

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Sara S. Brown has the right to receive dividends and the proceeds from a sale of certain shares for which the undersigned has shared voting and dispositional control, which shares account for more than 5% of the Company's outstanding Class A Common Stock.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

N/A

**Item 8. Identification and Classification of Members of the Group.**

N/A

**Item 9. Notice of Dissolution of Group.**

N/A

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 2006

/s/ Martin S. Brown, Sr., by

Michael B. Crutcher, Attorney-In-Fact

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LIMITED POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS: That I, Martin S. Brown, Sr., of Brentwood, Tennessee, do hereby make and appoint Michael B. Crutcher, Nelea A. Absher or Thomas E. Rutledge of Louisville, Kentucky, each as my true and lawful attorney-in-fact, with full power of substitution, for the limited purpose of executing on my behalf and in my name, place, and stead any Schedule 13D or Schedule 13G, any amendments thereto, or other forms promulgated by the United States Securities & Exchange Commission pursuant to Section 13(d) of the Securities Exchange Act of 1934 and the rules thereunder which I am required by law or regulation to execute. This limited power shall remain in effect until specifically revoked by me.

IN TESTIMONY WHEREOF, I have set my hand this 15th day of March, 2006.

/s/ Martin S. Brown, Sr.

Martin S. Brown, Sr.

STATE OF TENNESSEE            }  
  }  
COUNTY OF WILLIAMSON        }

I, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing instrument of writing was this day produced before me by Martin S. Brown, Sr., who subscribed and acknowledged the same to be his act and deed.

/s/ Rhonda L. Owen

Notary Public

My Commission Expires: Jan. 26, 2008