

Joy Catherine Frazier
 Form 4
 July 31, 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 *
 Joy Catherine Frazier

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)
 07/29/2008

____ 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 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) | Code | V | Amount | (D) | Price |
| Class A Common | | | | | 126,884 | | | | |
| Class A Common | | | | | 15,456 | | | | |
| Class A Common | | | | | 3,948 | | | | |
| Class A Common | | | | | 7,032 | | | | |
| Class A Common | | | | | 15,216 | | | | |

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| | | | | | | | |
|-------------------|------------|------------------|----|---|---------|--------|--|
| Class A Common | | | | | 10,422 | I | Alexander Thornton UTMA |
| Class A Common | 07/29/2008 | J ⁽¹⁾ | 90 | A | ② | 10,313 | I Avish Agincourt, LLC |
| Class A Common | | | | | 37,556 | I | Annsley Thornton Trust |
| Class B Common | | | | | 235,716 | D | |
| Class B Common | | | | | 13,296 | I | Spouse |
| Class B Common | | | | | 1,820 | I | Caitlin Joy UTMA |
| Class B Common | | | | | 3,338 | I | Charles Joy UTMA |
| Class B Common | | | | | 8,036 | I | Christopher Joy UTMA |
| Class B Common | | | | | 4,916 | I | Alexander Joy UTMA |
| Class B Common | | | | | 146.548 | I | By Spouse as Custodian for Caitlin Joy |
| Class B Common | | | | | 146.548 | I | By Spouse as Custodian for Charles Joy |
| Class B Common | | | | | 146.548 | I | By Spouse as Custodian for Christopher Joy |
| Class B Common | | | | | 146.548 | I | By Spouse as Custodian for Alexander Joy |
| Class B Common | | | | | 14,380 | I | Annsley Thornton 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Joy Catherine Frazier 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

Holli H. Lewis, Attorney in Fact for Catherine Frazier Joy 07/31/2008

__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).
 - (1) On July 29, 2008, one of the members of the Avish Agincourt, LLC (the "LLC") exchanged certain directly held Class A shares for an economically equivalent number of Class B shares indirectly held by the LLC. The effect upon the reporting person's beneficial ownership of BFA and BFB shares held by the LLC is reported herein.
 - (2) BFA and BFB closing prices as of July 28, 2008 were used to determine approximate economic equivalency. For BFA, \$70.61; for BFB, \$70.39.

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.