

MAYER RICHARD P  
Form 4  
June 10, 2011

**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 \*  
MAYER RICHARD P

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)  
06/08/2011

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

LOUISVILLE, KY 40210  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following 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					6,000	D	
Class B Common	06/08/2011		M		4,085	A	\$ 24.7

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 24.7 <u>(2)</u>	06/08/2011		M	4,085	05/01/2002	04/30/2012	Class B Common	4,085
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 30.18 <u>(3)</u>					07/24/2003	04/30/2013	Class B Common	3,985
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 35.83 <u>(4)</u>					07/22/2004	04/30/2014	Class B Common	3,000
Stock Appreciation Right <u>(1)</u>	\$ 45.53 <u>(5)</u>					07/28/2005	04/30/2015	Class B Common	3,500
Stock Appreciation Right <u>(1)</u>	\$ 55.69 <u>(6)</u>					07/27/2006	04/30/2016	Class B Common	3,000
Stock Appreciation Right <u>(1)</u>	\$ 53.8 <u>(7)</u>					07/26/2007	04/30/2017	Class B Common	3,750
Stock Appreciation Right <u>(1)</u>	\$ 56.58 <u>(8)</u>					07/24/2008	04/30/2011	Class B Common	3,400
Stock Appreciation Right <u>(1)</u>	\$ 43.1 <u>(9)</u>					07/23/2009	04/30/2019	Class B Common	7,800
Stock Appreciation Right <u>(1)</u>	\$ 61.24 <u>(10)</u>					07/22/2010	04/30/2020	Class B Common	3,000
Deferred Stock Units	<u>(11)</u>					<u>(12)</u>	<u>(12)</u>	Class B Common	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYER RICHARD P 850 DIXIE HIGHWAY LOUISVILLE, KY 40210		X		

## Signatures

Diane M. Barhorst, Attn. in Fact for: Richard P. Mayer  
06/10/2011

\_\_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) All outstanding derivative security amounts and exercise prices were adjusted on December 10, 2010, the record date for the Issuer's December 28, 2010 special cash dividend.
  - (2) These option were previously reported as covering 4,027 shares at an exercise price of \$25.06 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (3) These option were previously reported as covering 3,867 shares at an exercise price of \$30.62 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (4) These option were previously reported as covering 3,009 shares at an exercise price of \$36.35 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (5) These stock appreciation rights were previously reported as covering 3,499 shares at an exercise price of \$46.19 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (6) These stock appreciation rights were previously reported as covering 2,980 shares at an exercise price of \$56.50 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (7) These stock appreciation rights were previously reported as covering 3,702 shares at an exercise price of \$54.58 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (8) These stock appreciation rights were previously reported as covering 3,398 shares at an exercise price of \$57.40 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (9) These stock appreciation rights were previously reported as covering 7,700 shares at an exercise price of \$43.72 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (10) These stock appreciation rights were previously reported as covering 2,959 shares at an exercise price of \$62.13 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
  - (11) Each deferred stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
  - (12) The deferred stock units vest over the course of the Board year. Vested shares will be delivered to the reporting person on the first February 1st that is at least 6 months following the Director's termination from Board service.
  - (13) The number of deferred stock units has been adjusted to reflect units issued as a result of the issuer's dividends.

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.