

Brown J McCauley  
Form 4  
July 28, 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 \*  
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)  
07/24/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ 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)  
\_\_X\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common                  |                                      |  |                                |   | 313,618   | D  |                                   |
| Class A Common                  |                                      |  |                                |   | 8,600   | I  | Brown FLIP                        |
| Class A Common                  |                                      |  |                                |   | 88,439.36   | I  | Brown Ventures, LLC               |
| Class A Common                  |                                      |  |                                |   | 3,411.503 <sup>(1)</sup>  | I  | By Children                       |
| Class A Common                  |                                      |  |                                |   | 30,172  | I  | By Spouse                         |

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|                   |                          |   |                   |
|-------------------|--------------------------|---|-------------------|
| Class B<br>Common | 33,285                   | D |                   |
| Class B<br>Common | 2,750,918 <sup>(3)</sup> | I | BF 401(k)<br>Plan |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                               |
| Non-Qualified Stock Option (right to buy)  | \$ 45.44   |                                      |  |                                |   | 05/01/2007 04/30/2014                                    | Class B Common  | 1,0                           |
| Stock Appreciation Right                   | \$ 57.74   |                                      |  |                                |   | 05/01/2008 04/30/2015                                    | Class B Common  | 93                            |
| Stock Appreciation Right                   | \$ 70.63   |                                      |  |                                |   | 05/01/2009 04/30/2016                                    | Class B Common  | 2,0                           |
| Stock Appreciation Right                   | \$ 68.22   |                                      |  |                                |   | 05/01/2010 04/30/2017                                    | Class B Common  | 2,3                           |
| Stock Appreciation Right <sup>(2)</sup>    | \$ 71.75   | 07/24/2008                           |  | A                              | 2,125   | 05/01/2011 04/30/2018                                    | Class B Common  | 2,1                           |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brown J McCauley  
850 DIXIE HIGHWAY  
LOUISVILLE, KY 40210

X

## Signatures

Diane Barhorst, Atty. in Fact for J. McCauley  
Brown

07/28/2008

\_\_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) Includes shares acquired under dividend reinvestment.
- (2) No money was paid to or received by the reporting person for this SAR.
- (3) Shares held in 401(k) as of July 25, 2008.

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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