

BROWN FORMAN CORP

Form 4

December 13, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
12/09/2016

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 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)  
\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                         |
| Class A<br>Common                     | 12/12/2016                              |                                                             | G                                       | 5,500                                                                      | D                                                                                                                  | \$ 0 3,704                                                           | D                                       |
| Class A<br>Common                     | 12/09/2016                              |                                                             | P                                       | 1,865                                                                      | A                                                                                                                  | \$ 48 33,855                                                         | I Williams<br>Trust                     |
| Class B<br>Common                     |                                         |                                                             |                                         |                                                                            |                                                                                                                    | 123,284                                                              | D                                       |
| Class B<br>Common                     |                                         |                                                             |                                         |                                                                            |                                                                                                                    | 102,751                                                              | I By Brown<br>Ventures,<br>LLC          |
| Class A<br>Common                     |                                         |                                                             |                                         |                                                                            |                                                                                                                    | 1,961,790                                                            | I By Brown<br>Ventures,                 |

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|                   |  |         |   |                          |
|-------------------|--|---------|---|--------------------------|
|                   |  |         |   | LLC                      |
| Class A<br>Common |  | 22,920  | I | By IRA                   |
| Class B<br>Common |  | 27,690  | I | by IRA                   |
| Class A<br>Common |  | 363,880 | I | By JMB<br>Irrev Trust    |
| Class A<br>Common |  | 353,796 | I | By MAE<br>LLC            |
| Class A<br>Common |  | 434     | I | By Spouse                |
| Class B<br>Common |  | 22,628  | I | By Spouse                |
| Class A<br>Common |  | 101,408 | I | By Spouse<br>Irrev Trust |
| Class A<br>Common |  | 7,850   | I | By Spray<br>Trust        |
| Class A<br>Common |  | 2,000   | I | Crummey<br>Trust         |
| Class A<br>Common |  | 193,396 | I | Spouse<br>GRAT           |
| Class B<br>Common |  | 2,040   | I | Williams<br>Trust        |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deri<br>Secu<br>(Inst |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date Exercisable<br>Expiration<br>Date                         | Title                                                               | Amount<br>or<br>Number         |

|                              |     |               |     |                   | of<br>Shares |
|------------------------------|-----|---------------|-----|-------------------|--------------|
| Restricted<br>Stock<br>Units | (1) | 04/30/2017(2) | (2) | Class B<br>Common | 424          |
| Restricted<br>Stock<br>Units | (1) | 04/30/2018(3) | (3) | Class B<br>Common | 342          |
| Restricted<br>Stock<br>Units | (1) | 04/30/2019(4) | (4) | Class B<br>Common | 316          |

## Reporting Owners

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

## Signatures

Michael E. Carr, Jr., Attorney in Fact for J. McCauley  
Brown

12/13/2016

\_\_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) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (2) The restricted stock units were granted on July 25, 2013, and vest April 30, 2017.
- (3) The restricted stock units were granted on July 24, 2014, and vest April 30, 2018.
- (4) The restricted stock units were granted on July 23, 2015, and vest April 30, 2019.

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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