

BROWN FORMAN CORP  
Form SC 13D/A  
February 14, 2005

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden hours per response...15

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 7)\***

**BROWN-FORMAN CORPORATION**

---

(Name of Issuer)  
Class A Common Stock

---

(Title of Class of Securities)

115637-10-0

---

(CUSIP Number)

Thomas E. Rutledge  
Ogden Newell & Welch PLLC  
1700 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202  
(502) 582-1601

---

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

January 1, 2005

---

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

---

CUSIP No.

---

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
W. L. Lyons Brown, Jr.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)

(b)

---

3. SEC Use Only:

---

4. Source of Funds (See Instructions):  
N/A

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

---

6. Citizenship or Place of Organization:  
United States of America

---

7. Sole Voting Power:  
1,032,486

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power:  
26,808,212

---

9. Sole Dispositive Power:  
1,032,486

---

10. Shared Dispositive Power:  
26,808,212

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
27,840,698

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):  
o  
N/A

---

13. Percent of Class Represented by Amount in Row (11):  
49.03%

---

14. Type of Reporting Person (See Instructions):  
IN

---

**Item 1. Security and Issuer.**

Brown-Forman Corporation  
Class A Common Stock  
850 Dixie Highway  
Louisville, Kentucky 40210

**Item 2. Identity and Background.**

- a) Name: W.L. Lyons Brown, Jr.
- b) Principal Business address: 501 Fourth Street  
Hilliard-Lyons Center  
Louisville, Kentucky 40202
- c) United States Ambassador to Austria; Retired Chairman and Chief Executive Officer of the issuer, Brown-Forman Corporation.
- d) Criminal Convictions: No criminal convictions in the last five years (excluding traffic violations or similar misdemeanors).
- e) Securities Proceedings: No judgments, decrees or final orders enjoining further violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violations with respect to such laws.

**Item 3. Source and Amount of Funds or Other Consideration.**

Not applicable.

**Item 4. Purpose of Transaction.**

This filings is made on a voluntary basis by the undersigned in order to bring current his disclosure of beneficial ownership as of January 1, 2005.

**Item 5. Interest in Securities of the Issuer.**

The amount of shares beneficially owned by the undersigned as of the date set forth below is as follows:

	<u>Aggregate Number</u>	<u>Percent of Class</u>
(a) Beneficially Owned	27,840,698	49.03%
(b) Sole Voting Power	1,032,486	
Shared Voting Power	26,808,212	
Sole Disposition Power	1,032,486	
Shared Disposition Power	26,808,212	
(c) The undersigned, in the sixty days prior to January 1, 2005, had no transactions in the Class A Common Stock of Brown-Forman Corporation.		
(d) The undersigned, as a member of the Advisory Committee to a certain trust, with two other Advisory Committee members, shares voting and disposal powers over the Brown-Forman Corporation Class A common stock held thereby, being in excess of 5% of the class. Those other advisors are Owsley Brown Frazier, 829 West Main Street, Louisville, Kentucky 40202, retired, former Vice Chairman of Brown-Forman Corporation, and Dace B. Stubbs, 135 Sago Palm Road, Vero Beach, Florida 32963, private investor and director of Brown-Forman Corporation. The undersigned is a member of the Advisory Committee to another trust and, with two other Advisory Committee members, share voting and dispositional powers over the Brown-Forman Corporation Class A common stock held thereby, being in excess of 5% of the class. Those other advisors are Owsley Brown II, Chairman and Chief Executive Officer of Brown-Forman Corporation, 850 Dixie Highway, Louisville, Kentucky 40210, and Ina B. Bond, private investor and director of Brown-Forman Corporation, 8215 West Highway 42, Goshen, Kentucky 40026. Other persons have the right to receive income from the trusts holding Brown-Forman Corporation Class A common stock, as to which stock the undersigned has shared voting power. The following person is sole income beneficiary of these trusts which hold more than 5% of the outstanding shares of such Class A common stock: Sarah S. Brown.		
(e) Not applicable.		

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

None.

**Item 7. Material to Be Filed as Exhibits.**

None.

**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: February 7, 2005

/s/ Michael B. Crutcher

W.L. Lyons Brown, Jr., by

Michael B. Crutcher, Attorney-In-Fact



LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That I, W. L. Lyons Brown, Jr., of Louisville, Kentucky, do hereby make and appoint Michael B. Crutcher, of Louisville, Kentucky, as my true and lawful attorney-in-fact for the limited purpose of executing on my behalf and in my name, place and stead any Form 4, Form 5, Schedule 13G or other form promulgated by the United States Securities & Exchange Commission, 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 4th day of October, 1994.

/s/ W. L. Lyons Brown, Jr.  
W. L. Lyons Brown, Jr.

COMMONWEALTH OF            }  
KENTUCKY  
  
  }  
COUNTY OF JEFFERSON        }

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 W. L. Lyons Brown, Jr., who subscribed and acknowledged the same to be his act and deed.

/s/ Wanda L. Welch  
Notary Public

My Commission Expires: June 22,  
1996