

BROWN FRAZIER OWSLEY
 Form 4
 September 09, 2005

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 FRAZIER OWSLEY

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)
09/08/2005

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
Class B Common	09/08/2005		M	V	\$ 16,408	A	30.63	95,733	D	
Class B Common	09/08/2005		M	V	\$ 12,946	A	31.31	108,679	D	
Class B Common	09/08/2005		M	V	\$ 7,038	A	25.22	115,717	D	
Class B Common	09/08/2005		M	V	\$ 2,584	A	34.17	118,301	D	
Class B Common	09/08/2005		M	V	\$ 3,142	A	32.11	121,443	D	

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Class B Common	09/08/2005	S	700	D	\$ 56.85	120,743	D
Class B Common	09/08/2005	S	1,500	D	\$ 56.94	119,243	D
Class B Common	09/08/2005	S	2,200	D	\$ 56.95	117,043	D
Class B Common	09/08/2005	S	700	D	\$ 56.96	116,343	D
Class B Common	09/08/2005	S	600	D	\$ 56.97	115,743	D
Class B Common	09/08/2005	S	2,100	D	\$ 56.98	113,643	D
Class B Common	09/08/2005	S	1,400	D	\$ 56.99	112,243	D
Class B Common	09/08/2005	S	3,400	D	\$ 57	108,843	D
Class B Common	09/08/2005	S	200	D	\$ 57.01	108,643	D
Class B Common	09/08/2005	S	500	D	\$ 57.02	108,143	D
Class B Common	09/08/2005	S	300	D	\$ 57.04	107,843	D
Class B Common	09/08/2005	S	700	D	\$ 57.05	107,143	D
Class B Common	09/08/2005	S	100	D	\$ 57.06	107,043	D
Class B Common	09/08/2005	S	200	D	\$ 57.07	106,843	D
Class B Common	09/08/2005	S	100	D	\$ 57.08	106,743	D
Class B Common	09/08/2005	S	100	D	\$ 57.1	106,643	D
Class B Common	09/08/2005	S	2,600	D	\$ 57.11	104,043	D
Class B Common	09/08/2005	S	1,700	D	\$ 57.12	102,343	D
Class B Common	09/08/2005	S	1,600	D	\$ 57.13	100,743	D
Class B Common	09/08/2005	S	200	D	\$ 57.14	100,543	D
	09/08/2005	S	600	D		999,943	D

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Class B Common					\$ 57.15			
Class B Common	09/08/2005	S	600	D	\$ 57.16	999,343	D	
Class B Common	09/08/2005	S	1,500	D	\$ 57.17	97,843	D	
Class B Common						148	D	
Class B Common						3,367,698	I	Trust/Remainder

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

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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)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 50					05/01/2006	08/31/2007	Class B Common	6
Non-Qualified Stock Option (right to buy)	\$ 30.63	09/08/2005		M	16,408	05/01/2001	04/30/2008	Class B Common	16
Non-Qualified Stock Option (right to buy)	\$ 31.13	09/08/2005		M	12,946	05/01/2002	04/30/2009	Class B Common	12
Non-Qualified Stock Option (right to buy)	\$ 25.22	09/08/2005		M	7,038	05/01/2003	04/30/2010	Class B Common	7,
Non-Qualified Stock Option (right to buy)	\$ 34.17	09/08/2005		M	2,584	07/31/2001	04/30/2011	Class B Common	2,

Non-Qualified Stock Option (right to buy)	\$ 32.11	09/08/2005	M	3,142	05/01/2002	04/30/2012	Class B Common	3,
Non-Qualified Stock Option (right to buy)	\$ 39.23				05/01/2003	04/30/2013	Class B Common	3,
Non-Qualified Stock Option (right to buy)	\$ 46.58				07/22/2004	04/30/2014	Class B Common	2,
Stock Appreciation Right	\$ 59.18				07/28/2005	04/30/2015	Class A Common	5,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN FRAZIER OWSLEY 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	X	X		

Signatures

Nelea A. Absher, Attn In Fact for: Owsley Brown Frazier
 09/09/2005
 **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).
 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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