

Brown J McCauley  
 Form 5  
 June 13, 2011

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \* **Brown J McCauley**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**BROWN FORMAN CORP**  
**[BFA,BFB]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**04/30/2011**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting  
 (check applicable line)  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

850 DIXIE HIGHWAY  
 (Street)

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

**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 at end of Issuer's Fiscal Year (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)	Amount or Price		
Class A Common	01/31/2011		J(2)	47,000	A \$ (2)	D	By Brown Ventures, LLC
Class A Common	01/31/2011		J(2)	47,000	D \$ (2)	I	By Brown FLIP
Class A Common						I	

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Class A Common									By MAE LLC
Class A Common	12/27/2010	Â	G	21,325	D	\$ 0	170,675 <sup>(1)</sup>	I	By GRAT
Class A Common	12/27/2010	Â	G	21,325	A	\$ 0	21,325	I	By JMB Irrev Trust
Class A Common	12/10/2010	Â	G	350	A	\$ 0	2,429	I	By children
Class A Common	02/25/2011	Â	P	143	A	\$ 67.9399	2,584.692 <sup>(3)</sup>	I	By children
Class A Common	Â	Â	Â	Â	Â	Â	30,172	I	By Spouse

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown J McCauley 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	Â	Â X	Â	Â

## Signatures

Diane M. Barhorst, Attorney in Fact for J. McCauley  
Brown

06/13/2011

\_\_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) Adjusted to reflect shares contributed from reporting person's direct holdings to GRAT.

The Brown Family Limited Partnership merged into Brown Ventures, LLC on January 31, 2011, with no change in the reporting person's

(2) pecuniary interest therein. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

(3) Adjusted to include shares held under the Brown-Forman Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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