

VARGA PAUL C
Form 4
October 09, 2012

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 *
VARGA PAUL C

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)
10/05/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

LOUISVILLE, KY 40210

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

(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 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 A Common					134,643 ⁽¹⁾	D	
Class B Common	10/05/2012		M	91,899 A	\$ 28.74	124,168 ⁽²⁾	D
Class B Common	10/05/2012		F	62,808 D	\$ 66.53 ⁽³⁾	61,360	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Appreciation Right	\$ 28.74 ⁽⁴⁾	10/05/2012		M	91,899	05/01/2012	04/30/2019	Class B Common	91,899
Stock Appreciation Right	\$ 40.83 ⁽⁵⁾					05/01/2013	04/30/2020	Class B Common	127,000
Stock Appreciation Right	\$ 49.3 ⁽⁶⁾					05/01/2014	04/30/2021	Class B Common	90,000
Stock Appreciation Right	\$ 62.36 ⁽⁷⁾					05/01/2015	04/30/2022	Class B Common	87,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VARGA PAUL C 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	X		Chairman & CEO	

Signatures

Diane M. Barhorst, Atty. in Fact for Paul C. Varga 10/09/2012

 **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) On August 10, 2012, the Class A and Class B common stock of Brown-Forman Corporation split 3-2, resulting in the reporting person's acquisition of 44,881 additional Class A shares of common stock.

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- (2) Reflects the acquisition of 10,756 additional Class B shares issued in the August 2012 stock split.
- (3) The closing price of BF-B (\$66.53) on October 4, 2012 was used to calculate the tax withholding obligations.
- (4) These stock appreciation rights were previously reported as covering 61,266 shares at an exercise price of \$43.10, but were adjusted to reflect the August 2012 stock split.
- (5) These stock appreciation rights were previously reported as covering 85,299 shares at an exercise price of \$61.24, but were adjusted to reflect the August 2012 stock split.
- (6) These stock appreciation rights were previously reported as covering 60,085 shares at an exercise price of \$73.95, but were adjusted to reflect the August 2012 stock split.
- (7) These stock appreciation rights were previously reported as covering 58,048 shares at an exercise price of \$93.54, but were adjusted to reflect the August 2012 stock split.

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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