

BROWN FORMAN CORP
Form 4
June 03, 2016

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 *
Hawley Kirsten M

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)
06/01/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief HR Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common | 06/01/2016 | | A | 452 ⁽¹⁾ A \$ 0 | 473 | D | |
| Class B Common | | | | | 1,990.8358 ⁽²⁾ | I | By 401k |
| Class A Common | | | | | 6.6102 ⁽³⁾ | I | DRIP |
| Class B Common | | | | | 993 | D | |

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

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 46.4 | | | | | 05/01/2014 04/30/2021 | Class B Common | 0 |
| Stock Appreciation Right | \$ 58.7 | | | | | 05/01/2015 04/30/2022 | Class B Common | 1,960 |
| Stock Appreciation Right | \$ 72.42 | | | | | 05/01/2016 04/30/2023 | Class B Common | 2,518 |
| Stock Appreciation Right | \$ 91.97 | | | | | 05/01/2017 04/30/2024 | Class B Common | 2,223 |
| Stock Appreciation Right | \$ 102.25 | | | | | 05/01/2018 04/30/2025 | Class B Common | 5,509 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hawley Kirsten M 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | SVP, Chief HR Officer | |

Signatures

Michael E. Carr, Jr., Attorney in Fact for Kirsten M.
Hawley

06/03/2016

__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).

These shares were issued on June 1, 2016, in connection with a July 25, 2013 award of Class A common performance-based restricted stock. The award, initially determined as a cash value, was subject to a three-year performance period, which ended April 30, 2016. The

- (1) number of shares issued was determined by multiplying the cash value of the award by a three-year performance adjustment factor, dividing the amount by \$74.06, which is the closing price of the issuers Class A common stock on the date of the grant, and then adjusting upwards to account for dividends paid during the performance period.
- (2) Number of shares acquired through the issuer's 401(k) plan as of May 31, 2016.
- (3) Number of shares acquired through the issuer's dividend reinvestment plan as of June 1, 2016.

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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