

BROWN FORMAN CORP
Form 4
March 14, 2017

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 *
Whiting Lawson E

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)
03/10/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Brands & Strategy

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					
				Code	V	Amount				
Class B Common	03/10/2017		M		7,910	A	\$ 19.215	7,910	D	
Class B Common	03/10/2017		M		8,248	A	\$ 13.525	16,158	D	
Class B Common	03/10/2017		F		9,885	D	\$ 46.21 (1)	6,723	D	
Class B Common	03/10/2017		S		6,723	D	\$ 46.5201	0	D	
Class A Common								3,081 (2)	D	

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Class A
Common 2.6784 ⁽³⁾ I DRIP

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 13.525 ⁽⁴⁾	03/10/2017		M	8,248	05/01/2012 04/30/2019	Class B Common 8,248
Stock Appreciation Right	\$ 19.215 ⁽⁵⁾	03/10/2017		M	7,910	05/01/2013 04/30/2020	Class B Common 7,910
Stock Appreciation Right	\$ 23.2 ⁽⁶⁾					05/01/2014 04/30/2021	Class B Common 17,150
Stock Appreciation Right	\$ 29.35 ⁽⁷⁾					05/01/2015 04/30/2022	Class B Common 15,510
Stock Appreciation Right	\$ 36.21 ⁽⁸⁾					05/01/2016 04/30/2023	Class B Common 17,180
Stock Appreciation Right	\$ 45.985 ⁽⁹⁾					05/01/2017 04/30/2024	Class B Common 12,070
Stock Appreciation Right	\$ 51.1265 ⁽¹⁰⁾					05/01/2018 04/30/2025	Class B Common 15,740
Stock Appreciation Right	\$ 49.005 ⁽¹¹⁾					05/01/2019 04/30/2026	Class B Common 22,690

Right

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Whiting Lawson E 850 DIXIE HIGHWAY LOUISVILLE, KY 40210			EVP, Chief Brands & Strategy	

Signatures

Michael E. Carr, Jr., Attorney in Fact for Lawson E. Whiting	03/14/2017
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 **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) The closing price of BF-B on March 9, 2017 was used to calculate the withholding obligation.
- (2) Reflects the acquisition of 1,540 additional shares in the August 2016 stock split.
- (3) Number of shares acquired through the issuer's dividend reinvestment plan as of March, 2017.
- (4) These stock appreciation rights were previously reported as covering 4,124 shares at an exercise price of \$27.05, but were adjusted to reflect the August 2016 stock split.
- (5) These stock appreciation rights were previously reported as covering 3,955 shares at an exercise price of \$38.43, but were adjusted to reflect the August 2016 stock split.
- (6) These stock appreciation rights were previously reported as covering 8,578 shares at an exercise price of \$46.40, but were adjusted to reflect the August 2016 stock split.
- (7) These stock appreciation rights were previously reported as covering 7,759 shares at an exercise price of \$58.70, but were adjusted to reflect the August 2016 stock split.
- (8) These stock appreciation rights were previously reported as covering 8,592 shares at an exercise price of \$72.42, but were adjusted to reflect the August 2016 stock split.
- (9) These stock appreciation rights were previously reported as covering 6,039 shares at an exercise price of \$91.97, but were adjusted to reflect the August 2016 stock split.
- (10) These stock appreciation rights were previously reported as covering 7,870 shares at an exercise price of \$102.25, but were adjusted to reflect the August 2016 stock split.
- (11) These stock appreciation rights were previously reported as covering 11,348 shares at an exercise price of \$98.01, but were adjusted to reflect the August 2016 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.