

McCallum Mark I
Form 4
March 15, 2013

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 *
McCallum Mark I

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)
03/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Pres Eur Afr Asia Pac TR

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common					21,754.5 ⁽¹⁾	D	
Class B Common	03/14/2013	03/14/2013	M		15,844	A	\$ 18.94
Class B Common	03/14/2013	03/14/2013	F		8,387	D	\$ 68.48
Class B Common	03/14/2013	03/14/2013	S		7,457	D	\$ 68.58 ⁽²⁾
Class B Common					27 ⁽³⁾	I	By son

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

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SEC 1474
(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 18.94 <u>(4) (14)</u>	03/14/2013		M	15,844	07/24/2003	04/30/2013	Class B Common	15,844
Non-Qualified Stock Option (right to buy)	\$ 22.49 <u>(4) (5)</u>					05/01/2007	04/30/2014	Class B Common	11,400
Stock Appreciation Right	\$ 28.58 <u>(4) (6)</u>					05/01/2008	04/30/2015	Class B Common	16,400
Stock Appreciation Right	\$ 34.95 <u>(4) (7)</u>					07/27/2006	04/30/2016	Class B Common	4,000
Stock Appreciation Right	\$ 33.76 <u>(4) (8)</u>					05/01/2010	04/30/2017	Class B Common	15,400
Stock Appreciation Right	\$ 35.51 <u>(4) (9)</u>					05/01/2011	04/30/2018	Class B Common	14,000
Stock Appreciation Right	\$ 27.05 <u>(4) (10)</u>					05/01/2012	04/30/2019	Class B Common	23,000
Stock Appreciation Right	\$ 38.43 <u>(4) (11)</u>					05/01/2013	04/30/2020	Class B Common	20,000
Stock Appreciation Right	\$ 46.4 <u>(12)</u>					05/01/2014	04/30/2021	Class B Common	23,000

Stock
Appreciation Right \$ 58.7 ⁽⁴⁾
 (13)

05/01/2015 04/30/2022 Class B
Common (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCallum Mark I 850 DIXIE HIGHWAY LOUISVILLE, KY 40210			EVP/Pres Eur Afr Asia Pac TR	

Signatures

Holli H. Lewis, Atty in Fact for Mark
McCallum 03/15/2013

__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 7,251.5 additional shares of Class A common stock.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.53 to \$68.67 inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Includes 9 additional Class B shares of common stock issued in the August stock split.
- (4) All outstanding derivative security amounts and exercise prices were adjusted on December 27, 2012, the record date for the Issuer's December 12, 2012 special cash dividend.
- (5) These SSARs were previously reported as covering 6,992 shares at an exercise price of \$35.83, but were adjusted to reflect the August 2012 stock split.
- (6) These SSARs were previously reported as covering 10,569 shares at an exercise price of \$45.53, but were adjusted to reflect the August 2012 stock split.
- (7) These SSARs were previously reported as covering 2,895 shares at an exercise price of \$55.69, but were adjusted to reflect the August 2012 stock split.
- (8) These SSARs were previously reported as covering 10,012 shares at an exercise price of \$53.80, but were adjusted to reflect the August 2012 stock split.
- (9) These SSARs were previously reported as covering 9,190 shares at an exercise price of \$56.58, but were adjusted to reflect the August 2012 stock split.
- (10) These SSARs were previously reported as covering 14,705 shares at an exercise price of \$43.10, but were adjusted to reflect the August 2012 stock split.
- (11) These SSARs were previously reported as covering 12,834 shares at an exercise price of \$61.24, but were adjusted to reflect the August 2012 stock split.
- (12) These SSARs were previously reported as covering 14,521 shares at an exercise price of \$73.95, but were adjusted to reflect the August 2012 stock split.
- (13) These SSARs were previously reported as covering 15,597 shares at an exercise price of \$93.54, but were adjusted to reflect the August 2012 stock split.

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- (14) These stock options were previously reported as covering 9,941 shares at an exercise price of \$30.18, 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. 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.