

Frazier Sandra  
Form 4  
July 27, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Frazier Sandra

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)

3. Date of Earliest Transaction (Month/Day/Year)  
07/23/2009

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

850 DIXIE HIGHWAY

(Street)

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

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 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)<br>Code V Amount (D) Price                             |   |  |   |
| Class A Common                  |                                      |  |                                |   | 13,456  | D  |   |
| Class A Common                  |                                      |  |                                |   | 2,116,314   | I  | Amelia Frazier Trust                                  |
| Class A Common                  |                                      |  |                                |   | 2,772,671   | I  | Harry S. Frazier Descendants Trust                    |
| Class B Common                  |                                      |  |                                |   | 5,411 <sup>(1)</sup>  | D  |   |
|                                 |                                      |  |                                |   | 529,078 <sup>(2)</sup>  | I  |   |

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|                   |  |  |  |                        |   |                           |
|-------------------|--|--|--|------------------------|---|---------------------------|
| Class B<br>Common |  |  |  |                        |   | Amelia<br>Frazier Trust   |
| Class B<br>Common |  |  |  | 693,167 <sup>(3)</sup> | I | Harry S.<br>Frazier Trust |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Stock Appreciation Right <sup>(4)</sup>    | \$ 58.84   |                                      |  |                                |   | 05/25/2006   | 04/30/2015  | Class B Common             | 470   |
| Stock Appreciation Right <sup>(5)</sup>    | \$ 56.5  |                                      |  |                                |   | 07/27/2006   | 04/30/2016  | Class B Common             | 2,980 |
| Stock Appreciation Right <sup>(6)</sup>    | \$ 54.58   |                                      |  |                                |   | 07/26/2007   | 04/30/2017  | Class B Common             | 3,700 |
| Stock Appreciation Right <sup>(7)</sup>    | \$ 57.4  |                                      |  |                                |   | 07/24/2008   | 04/30/2018  | Class B Common             | 3,390 |
| Stock Appreciation Right                   | \$ 43.72   | 07/23/2009                           |  | A                              | 4,175   | 07/23/2009   | 04/30/2019  | Class B Common             | 4,175 |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Frazier Sandra  
850 DIXIE HIGHWAY X  
LOUISVILLE, KY 40210

## Signatures

Diane Barhorst, Atty. in fact for Sandra  
Frazier 07/27/2009

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) In October 2008, the Issuer completed a stock distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. This total has been adjusted to reflect 3,773 Class B shares received through the distribution.
- (2) The reporting person received these shares through the Issuer's October 2008 stock distribution.
- (3) The reporting person received these shares through the Issuer's October 2008 stock distribution.
- (4) These stock appreciation rights were previously reported as covering 376 shares at an exercise price of \$73.55 per share, but were adjusted to reflect the October 2008 stock distribution.
- (5) These stock appreciation rights were previously reported as covering 2,384 shares at an exercise price of \$70.63 per share, but were adjusted to reflect the October 2008 stock distribution.
- (6) These stock appreciation rights were previously reported as covering 2,961 shares at an exercise price of \$68.22 per share, but were adjusted to reflect the October 2008 stock distribution.
- (7) These stock appreciation rights were previously reported as covering 2,718 shares at an exercise price of \$71.75 per share, but were adjusted to reflect the October 2008 stock distribution.

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.