

Cook John D.
Form 4
August 01, 2011

FORM 4

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

OMB APPROVAL

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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 *
Cook John D.

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)
07/28/2011

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

LOUISVILLE, KY 40210

(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|----------------|----------------------------|
| Stock Appreciation Right ⁽¹⁾ | \$ 57.61 ⁽³⁾ | | | | | | | | 09/25/2008 | 04/30/2018 | Class B Common | 2,833 ⁽³⁾ |
| Stock Appreciation Right ⁽¹⁾ | \$ 43.1 ⁽⁴⁾ | | | | | | | | 07/23/2009 | 04/30/2019 | Class B Common | 7,812 ⁽⁴⁾ |
| Stock Appreciation Right ⁽¹⁾ | \$ 61.24 ⁽²⁾ | | | | | | | | 07/22/2010 | 04/30/2020 | Class B Common | 3,002 |
| Deferred Stock Units | ⁽⁵⁾ | 07/28/2011 | | | A | | 812 | | ⁽⁶⁾ | ⁽⁶⁾ | Class B Common | 812 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cook John D. 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | X | |

Signatures

Diane M. Barhorst, Attorney in Fact for John D. Cook
 Date: 08/01/2011

^(*)Signature of Reporting Person

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) All outstanding derivative security amounts and exercise prices were adjusted on December 10, 2010, the record date for the Issuer's December 28, 2010 special cash dividend.
- (2) These stock appreciation rights were previously reported as covering 2,959 shares at an exercise price of \$62.13, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (3) These stock appreciation rights were previously reported as covering 2,793 shares at an exercise price of \$58.45, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (4) These stock appreciation rights were previously reported as covering 7,700 shares at an exercise price of \$43.72, but were adjusted to reflect the December 28, 2010 special cash dividend.

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- Under the Brown-Forman Corporation Non-Employee Director Deferred Stock Unit Program each DSU represents the right to receive
- (5) one share of the Company's Class B common stock. Grants made on July 28, 2011, were based on the closing price of the Company's Class B common stock on that date (\$73.95). On each dividend payment date, participants are credited with DSU equivalents.
 - (6) Annual grants of DSUs vest over the course of the Board year. DSUs are paid out in class B common stock on the first February 1 that is at least six months following the Director's termination from Board service.

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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