

Brown J McCauley
Form 5
June 13, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person * **Brown J McCauley**
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
BROWN FORMAN CORP [BFA,BFB]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
04/30/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting
(check applicable line)

850 DIXIE HIGHWAY
(Street)

LOUISVILLE, KY 40210
(City) (State) (Zip)

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)	(A) or (D)	Amount or Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common	01/31/2011		J(2)	47,000	A	\$ (2)	548,926	I	By Brown Ventures, LLC
Class A Common	01/31/2011		J(2)	47,000	D	\$ (2)	0	I	By Brown FLIP
Class A Common							89,868 (1)	D	
							28,000	I	

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Class A Common									By MAE LLC
Class A Common	12/27/2010	Â	G	21,325	D	\$ 0	170,675 ⁽¹⁾	I	By GRAT
Class A Common	12/27/2010	Â	G	21,325	A	\$ 0	21,325	I	By JMB Irrev Trust
Class A Common	12/10/2010	Â	G	350	A	\$ 0	2,429	I	By children
Class A Common	02/25/2011	Â	P	143	A	\$ 67.9399	2,584.692 ⁽³⁾	I	By children
Class A Common	Â	Â	Â	Â	Â	Â	30,172	I	By Spouse

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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown J McCauley 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	Â	Â X	Â	Â

Signatures

Diane M. Barhorst, Attorney in Fact for J. McCauley
Brown

06/13/2011

__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) Adjusted to reflect shares contributed from reporting person's direct holdings to GRAT.
The Brown Family Limited Partnership merged into Brown Ventures, LLC on January 31, 2011, with no change in the reporting person's
- (2) pecuniary interest therein. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Adjusted to include shares held under the Brown-Forman Dividend Reinvestment Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.