

BROWN FORMAN CORP
 Form 4
 August 01, 2016

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 *
 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)
 07/28/2016

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 Following 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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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 Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Deferred Stock Units	<u>(1)</u>	07/28/2016			A		1,759.5587		<u>(2)</u>	<u>(2)</u>	Class A Common
Deferred Stock Units	<u>(3)</u>								<u>(4)</u>	<u>(4)</u>	Class B Common
Stock Appreciation Right	\$ 36.16								09/25/2008	04/30/2018	Class B Common
Stock Appreciation Right	\$ 27.05								07/23/2009	04/30/2019	Class B Common
Stock Appreciation Right	\$ 38.43								07/22/2010	04/30/2020	Class B Common

Reporting Owners

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

Signatures

Michael E. Carr, Jr., Attorney in Fact for John D. Cook

08/01/2016

 **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) Under the Brown-Forman Corporation Non-Employee Director Deferred Stock Unit Program, each DSU represents the right to receive one share of the Company's Class A common stock. Grants made on July 28, 2016, were based on the closing price of the Company's Class A common stock on that date (\$105.14). On each dividend payment date, participants are credited with DSU equivalents, and the DSU total on this form has been updated to reflect such credits.

(2) Annual grants of DSUs vest over the course of the Board year. DSUs are paid out in Class A common stock on the first February 1 that is at least six months following the director's termination from Board service.

(3) Under the Brown-Forman Corporation Non-Employee Director Deferred Stock Unit Program each DSU represents the right to receive one share of the Company's Class B common stock. On each dividend payment date, participants are credited with DSU equivalents, and the DSU total on this form has been updated to reflect such credits.

(4) 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.

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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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