BROWN FORMAN CORP

Form 4

March 14, 2017

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

OMB

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OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person *

(First)

(Street)

Whiting Lawson E

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

BROWN FORMAN CORP [BFA,

BFB]

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

03/10/2017

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

below) EVP, Chief Brands & Strategy

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LOUISVILLE, KY 40210

850 DIXIE HIGHWAY

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	esed of 4 and (A) or		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)
Class B Common	03/10/2017		M	7,910	A	\$ 19.215	7,910	D	
Class B Common	03/10/2017		M	8,248	A	\$ 13.525	16,158	D	
Class B Common	03/10/2017		F	9,885	D	\$ 46.21 (1)	6,723	D	
Class B Common	03/10/2017		S	6,723	D	\$ 46.5201	0	D	
Class A Common							3,081 (2)	D	

Class A Common

2.6784 (3) I

DRIP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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. Transact Code (Instr. 8)	tionof Se) A (A D (I (I	Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	I (A	A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Appreciation Right	\$ 13.525 (4)	03/10/2017		M			8,248	05/01/2012	04/30/2019	Class B Common	8,24
Stock Appreciation Right	\$ 19.215 (5)	03/10/2017		M			7,910	05/01/2013	04/30/2020	Class B Common	7,91
Stock Appreciation Right	\$ 23.2 (6)							05/01/2014	04/30/2021	Class B Common	17,15
Stock Appreciation Right	\$ 29.35 (7)							05/01/2015	04/30/2022	Class B Common	15,51
Stock Appreciation Right	\$ 36.21 (8)							05/01/2016	04/30/2023	Class B Common	17,18
Stock Appreciation Right	\$ 45.985 (9)							05/01/2017	04/30/2024	Class B Common	12,07
Stock Appreciation Right	\$ 51.1265 (10)							05/01/2018	04/30/2025	Class B Common	15,74
Stock Appreciation	\$ 49.005 (11)							05/01/2019	04/30/2026	Class B Common	22,69

Right

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Whiting Lawson E 850 DIXIE HIGHWAY LOUISVILLE, KY 40210

EVP, Chief Brands & Strategy

Signatures

Michael E. Carr, Jr., Attorney in Fact for Lawson E. Whiting

03/14/2017

**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) The closing price of BF-B on March 9, 2017 was used to calculate the withholding obligation.
- (2) Reflects the acquisition of 1,540 additional shares in the August 2016 stock split.
- (3) Number of shares acquired through the issuer's dividend reinvestment plan as of March, 2017.
- (4) These stock appreciation rights were previously reported as covering 4,124 shares at an exercise price of \$27.05, but were adjusted to reflect the August 2016 stock split.
- (5) These stock appreciation rights were previously reported as covering 3,955 shares at an exercise price of \$38.43, but were adjusted to reflect the August 2016 stock split.
- These stock appreciation rights were previously reported as covering 8,578 shares at an exercise price of \$46.40, but were adjusted to reflect the August 2016 stock split.
- (7) These stock appreciation rights were previously reported as covering 7,759 shares at an exercise price of \$58.70, but were adjusted to reflect the August 2016 stock split.
- (8) These stock appreciation rights were previously reported as covering 8,592 shares at an exercise price of \$72.42, but were adjusted to reflect the August 2016 stock split.
- (9) These stock appreciation rights were previously reported as covering 6,039 shares at an exercise price of \$91.97, but were adjusted to reflect the August 2016 stock split.
- (10) These stock appreciation rights were previously reported as covering 7,870 shares at an exercise price of \$102.25, but were adjusted to reflect the August 2016 stock split.
- (11) These stock appreciation rights were previously reported as covering 11,348 shares at an exercise price of \$98.01, but were adjusted to reflect the August 2016 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.

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