

Masick Michael Andrew
 Form 4
 May 02, 2018

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 *
 Masick Michael Andrew

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)
 04/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP DIR CORP STRATEGY

LOUISVILLE, KY 40210

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common | 04/30/2018 | | M | | 294 | A | \$ 0 |
| | | | | | | | 294 |
| Class B Common | 04/30/2018 | | F | | 94 | D | \$ 56.04 |
| | | | | | | | (1) |

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

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SEC 1474 (9-02)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (2) | 04/30/2018 | | M | 294 | 04/30/2018 | (3) | Class B Common | 294 |
| Stock Appreciation Right | \$ 40.145 (4) | | | | | 05/01/2018 | 04/30/2025 | Class B Common | 3,342 (4) |
| Stock Appreciation Right | \$ 38.481 (5) | | | | | 05/01/2019 | 04/30/2026 | Class B Common | 9,784 (5) |
| Stock Appreciation Right | \$ 39.757 (6) | | | | | 05/01/2020 | 04/30/2027 | Class B Common | 4,503 (6) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Masick Michael Andrew 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | VP DIR CORP STRATEGY | |

Signatures

Michael E. Carr, Jr., Attorney in Fact for Michael A. Masick 05/02/2018

__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 April 30, 2018 was used to calculate the withholding obligation.

(2) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.

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- (3) The restricted stock units were granted on July 24, 2014, and vested on April 30, 2018.
- On February 28, 2018, the issuer completed a stock split resulting in the distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. On April 23, 2018, the issuer paid a special cash dividend. These stock appreciation rights were previously reported as covering 2,624 shares at an exercise price of \$51.125, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (4) These stock appreciation rights were previously reported as covering 7,682 shares at an exercise price of \$49.005, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (5) These stock appreciation rights were previously reported as covering 3,535 shares at an exercise price of \$50.63, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.

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.