

Barzun Brooke Brown
Form 4
June 28, 2012

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 *
Barzun Brooke Brown

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 HWY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2012

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class B Common					1,320	I	Owsley Brown II IRA
Class B Common					26,298	I	CLB Grandchildren Eq. Tr.
Class B Common					8,597	I	Eleanor Lee Trusts
Class B Common	06/28/2012		J(1)	364 A	364	I	Hebe Exempt Trust
Class B Common	06/27/2012		S(2)	310,977 D	\$ 3,976,413 95.37	I	Hebe Three Limited

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Class	Quantity	Code	Value	Expiration	Holder
Class B Common	12,800	I			Partnership ⁽³⁾ Longview Charitable LP
Class B Common	06/26/2012	S ⁽⁴⁾	1,498	D	\$ 92.97 0 Driftwood Holdings Three, LLC
Class B Common	405	I			Trust fbo child
Class B Common	1,041	I			Trust fbo child
Class B Common	1,041	I			Trust fbo child
Class B Common	245	I			Trust fbo children
Class B Common	3,406	I			Trust fbo Brooke Barzun
Class B Common	4,368,864	I			Olympus Three, LLC

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 (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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barzun Brooke Brown 850 DIXIE HWY LOUISVILLE, KY 40210		X		

Signatures

Diane M. Barhorst, Atty in Fact for Brooke Brown
Barzun 06/28/2012

__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) On June 28, 2012, the reporting person was appointed as an advisor to this trust.
 - (2) Represents transfer of shares in payment of a debt.
 - (3) Adjusted to reflect change in form of ownership. On June 1, 2012, Hebe Limited Partnership contributed a pro rata portion of its Class A and Class B shares to Hebe Three Limited Partnership, with no change in the pecuniary interests therein.
 - (4) Represents sale of the reporting person's pecuniary interest in Driftwood Holding Three, LLC.

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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