

BERG DONALD C
Form 4
April 02, 2013

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 *
BERG DONALD C

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)
04/01/2013

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Class A Common | | | | | 22,605 | D | |
| Class B Common | 04/01/2013 | | M | 7,120 A \$ 28.58 | 55,279 | D | |
| Class B Common | 04/01/2013 | | F | 4,330 D \$ 71.4 ⁽¹⁾ | 50,949 | D | |
| Class B Common | 04/01/2013 | | S | 2,790 D \$ 71.002 ⁽²⁾ | 48,159 | D | |
| Class B Common | 04/01/2013 | | S | 2,000 D \$ 71 | 2,231.904 ⁽³⁾ | I | By 401(k) Plan |

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

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|----------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Right | \$ 28.58 <u>(4)</u> | 04/01/2013 | | M | 7,120 | 05/01/2008 | 04/30/2015 | Class B Common | 7,120 <u>(4)</u> |
| Stock Appreciation Right | \$ 34.95 <u>(4)</u> | | | | | 05/01/2009 | 04/30/2016 | Class B Common | 16,330 <u>(4)</u> |
| Stock Appreciation Right | \$ 33.76 <u>(4)</u> | | | | | 05/01/2010 | 04/30/2017 | Class B Common | 18,700 <u>(4)</u> |
| Stock Appreciation Right | \$ 35.51 <u>(4)</u> | | | | | 05/01/2011 | 04/30/2018 | Class B Common | 21,970 <u>(4)</u> |
| Stock Appreciation Right | \$ 27.05 <u>(4)</u> | | | | | 05/01/2012 | 04/30/2019 | Class B Common | 35,990 <u>(4)</u> |
| Stock Appreciation Right | \$ 38.43 <u>(4)</u> | | | | | 05/01/2013 | 04/30/2020 | Class B Common | 19,660 <u>(4)</u> |
| Stock Appreciation Right | \$ 46.4 ⁽⁴⁾ <u>(4)</u> | | | | | 05/01/2014 | 04/30/2021 | Class B Common | 20,850 <u>(4)</u> |
| Stock Appreciation Right | \$ 58.7 ⁽⁴⁾ <u>(4)</u> | | | | | 05/01/2015 | 04/30/2022 | Class B Common | 27,470 <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERG DONALD C 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | Chief Financial Officer | |

Signatures

| | |
|---|------------|
| Diane M. Barhorst, Attorney in Fact for Donald C. Berg | 04/01/2013 |
|---|------------|

__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 prices of BF-B (\$71.40) on March 29, 2013 was used to calculate the tax withholding obligation.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$71.00 to \$71.01, inclusive. The reporting person undertakes to provide to Brown-Forman Corporation, any security holder of Brown-Forman Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(3) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of March 31, 2013.

(4) All outstanding derivative security amounts and exercise prices were adjusted on December 27, 2012, the record date for the Issuer's December 12, 2012 special cash dividend.

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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