

BROWN FORMAN CORP

Form 4

August 01, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Hamel Matthew E

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)
EVP, Gen Counsel and Secretary

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 | 07/28/2016 | | M | 3,800 A \$ 33.65 | 5,306.0997 (1) | D | |
| Class B Common | 07/28/2016 | | F | 2,323 D \$ 98.01 (2) | 2,983.0997 (1) | D | |
| Class A Common | | | | | 10,633 | D | |
| Class A Common | | | | | 608.1374 (3) | I | DRIP |
| Class B Common | | | | | 35.7332 (4) | I | ESPP |

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Class B
Common 5,404,2018
(5) I By 401k

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 (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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Appreciation Right ⁽⁶⁾ | \$ 98.01 | 07/28/2016 | | A | 22,172 | 05/01/2019 04/30/2026 | Class B Common |
| Stock Appreciation Right | \$ 33.65 | 07/28/2016 | | M | 3,800 | 05/01/2010 04/30/2017 | Class B Common |
| Stock Appreciation Right | \$ 35.51 | | | | | 05/01/2011 04/30/2018 | Class B Common |
| Stock Appreciation Right | \$ 27.05 | | | | | 05/01/2012 04/30/2019 | Class B Common |
| Stock Appreciation Right | \$ 38.43 | | | | | 05/01/2013 04/30/2020 | Class B Common |
| Stock Appreciation Right | \$ 46.4 | | | | | 05/01/2014 04/30/2021 | Class B Common |
| Stock Appreciation Right | \$ 58.7 | | | | | 05/01/2015 04/30/2022 | Class B Common |
| Stock Appreciation Right | \$ 72.42 | | | | | 05/01/2016 04/30/2023 | Class B Common |
| | \$ 91.97 | | | | | 05/01/2017 04/30/2024 | |

| | | | | | |
|--------------------------------|-----------|------------|------------|--|-------------------|
| Stock Appreciation Right | | | | | Class B Common |
| Stock Appreciation Right | \$ 102.25 | 05/01/2018 | 04/30/2025 | | Class B Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hamel Matthew E 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | EVP, Gen Counsel and Secretary | |

Signatures

Michael E. Carr, Jr., Attorney in Fact for Matthew E.
Hamel

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) On July 7, 2016, the reporting person transferred 1,506.0997 shares from his ESPP account to direct holdings.
- (2) The closing price of BF-B on July 28, 2016, was used to calculate the withholding obligation.
- (3) Number of shares acquired through the issuer's dividend reinvestment plan as of July 27, 2016.
- (4) Number of shares acquired through the issuer's employee stock purchase program as of July 27, 2016. Total has been updated to reflect the transfer of 1,506.0997 shares from the ESPP to the reporting person's direct holdings on July 7, 2016.
- (5) Number of shares acquired through the issuer's 401(k) plan as of July 27, 2016.
- (6) No money was paid to or received by the reporting person for these SSARs.

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.