

Brown Campbell P
Form 4
May 02, 2018

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 *
Brown Campbell P

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)

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 | (A) or (D) | Price |
| Class B Common | 04/30/2018 | | M | | 4,379 | A | \$ 13.942 |
| Class B Common | 04/30/2018 | | F | | 2,185 | D | \$ 56.04 (2) |
| Class B Common | 04/30/2018 | | M | | 1,213 | A | \$ 0 |
| Class B Common | 04/30/2018 | | F | | 395 | D | \$ 56.04 (3) |
| Class B Common | | | | | | | 916,987 (4) |
| | | | | | | I | Brown Barker 2013 LLC |

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| | | | |
|-------------------|--------------------------------------|---|---|
| Class B Common | 21,239.9324 <u>(5)</u> <u>(6)</u> | I | By 401k |
| Class B Common | 45 <u>(7)</u> | I | Child #1 |
| Class B Common | 45 <u>(7)</u> | I | Child #2 |
| Class B Common | 60,543 <u>(8)</u> | I | CPB 2010 #2 LLC |
| Class B Common | 12,241.2376 <u>(5)</u> <u>(9)</u> | I | ESPP |
| Class B Common | 264,777 <u>(10)</u> | I | CPB 2010 #1 LLC |
| Class B Common | 35,625 <u>(10)</u> | I | Trust FBO Campbell P. Brown |
| Class B Common | 35,625 <u>(10)</u> | I | Trust FBO Geo Garvin Brown IV (Irrev) |

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 13.942 <u>(11)</u> | 04/30/2018 | | M | 4,379 | 07/24/2008 04/30/2018 | Class B Common | 4,379 <u>(11)</u> |
| | <u>(12)</u> | 04/30/2018 | | M | 1,213 | 04/30/2018 <u>(13)</u> | | 1,213 |

| | | | | Class B | |
|--------------------------|-------------------|------------|------------|-------------------|---------------|
| Restricted Stock Units | | | | Common | |
| Stock Appreciation Right | \$ 15.088 (14) | 07/22/2010 | 04/30/2020 | Class B Common | 2,266 (14) |
| Stock Appreciation Right | \$ 36.109 (15) | 07/24/2014 | 04/30/2024 | Class B Common | 2,833 (15) |
| Stock Appreciation Right | \$ 38.481 (16) | 05/01/2019 | 04/30/2026 | Class B Common | 7,266 (16) |
| Stock Appreciation Right | \$ 39.757 (17) | 05/01/2020 | 04/30/2027 | Class B Common | 9,180 (17) |
| Restricted Stock Units | (12) | 04/30/2019 | (18) | Class B Common | 3,710 (18) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Campbell P 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

| | |
|---|------------|
| Michael E. Carr, Jr., Attorney in Fact for Campbell P. Brown | 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) 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. Total has been updated to reflect the acquisition of 559,512 additional shares in the February 2018 stock split.
 - (2) The closing price of BF-B on April 27, 2018 was used to calculate the withholding obligation.
 - (3) The closing price of BF-B on April 30, 2018 was used to calculate the withholding obligation.
 - (4) Total has been updated to reflect the acquisition of 376,104 additional shares in the February 2018 stock split.
 - (5) Updated to reflect the February 2018 stock split.
 - (6) Number of shares acquired through the issuer's 401(k) plan as of April 30, 2018.
 - (7) Total has been updated to reflect the acquisition of 9 additional shares in the February 2018 stock split.
 - (8) Total has been updated to reflect the acquisition of 12,108 additional shares in the February 2018 stock split.

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- (9) Number of shares acquired through the issuer's employee stock purchase program as of April 30, 2018.
- (10) These shares were received in the February 2018 stock split.
- (11) These stock appreciation rights were previously reported as covering 3,438 shares at an exercise price of \$17.755, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (12) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (13) The restricted stock units were granted on July 24, 2014, and vested April 30, 2018.
- (14) These stock appreciation rights were previously reported as covering 1,774 shares at an exercise price of \$19.215, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (15) These stock appreciation rights were previously reported as covering 2,224 shares at an exercise price of \$45.985, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (16) These stock appreciation rights were previously reported as covering 5,702 shares at an exercise price of \$49.005, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (17) These stock appreciation rights were previously reported as covering 7,215 shares at an exercise price of \$50.63, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (18) The restricted stock units were granted on July 23, 2015, and vest April 30, 2019.

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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