

BROWN FORMAN CORP
Form 4
April 15, 2016

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 *
de Chabert Ralph 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)
04/14/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Diversity 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common | 04/14/2016 | | M | | 1,108 | A | \$ 35.51 |
| Class B Common | 04/14/2016 | | M | | 590 | A | \$ 27.05 |
| Class B Common | 04/14/2016 | | S | | 706 | D | \$ 95 |
| Class B Common | 04/14/2016 | | F | | 992 | D | \$ 95.04 |
| | | | | | | | (1) |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Appreciation Right | \$ 35.51 | 04/14/2016 | | M | 1,108 | 05/01/2011 04/30/2018 | Class B Common | 1,108 |
| Stock Appreciation Right | \$ 27.05 | 04/14/2016 | | M | 590 | 05/01/2012 04/30/2019 | Class B Common | 590 |
| Restricted Stock Units | (2) | | | | | 04/30/2016(3) (3) | Class B Common | 2,000 |
| Restricted Stock Units | (2) | | | | | 04/30/2018(4) (4) | Class B Common | 1,000 |
| Restricted Stock Units | (2) | | | | | 04/30/2017(5) (5) | Class B Common | 1,000 |
| Stock Appreciation Right | \$ 46.4 | | | | | 05/01/2014 04/30/2021 | Class B Common | 1,700 |
| Stock Appreciation Right | \$ 72.42 | | | | | 05/01/2016 04/30/2023 | Class B Common | 500 |
| Stock Appreciation Right | \$ 91.97 | | | | | 05/01/2017 04/30/2024 | Class B Common | 600 |
| Stock Appreciation Right | \$ 102.25 | | | | | 05/01/2018 04/30/2025 | Class B Common | 2,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| de Chabert Ralph E 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | SVP, Chief Diversity Officer | |

Signatures

Kelly A. Bowen, Attorney in Fact for Ralph E. de Chabert 04/15/2016

__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) The closing price of BF-B (\$95.04) on April 13, 2016 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.
- (3) The Restricted Stock Units were granted on July 26, 2012, and vest April 30, 2016.
- (4) The Restricted Stock Units were granted on July 24, 2014, and vest April 30, 2018.
- (5) The Restricted Stock Units were granted on July 25, 2013, and vest April 30, 2017.

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.