

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 or Price | | |
| Class B Common | 04/30/2018 | | M | | 4,379 A \$ 13.942 | 1,192,468 ⁽¹⁾ | D |
| Class B Common | 04/30/2018 | | F | | 2,185 D \$ 56.04 ⁽²⁾ | 1,190,283 | D |
| Class B Common | 04/30/2018 | | M | | 1,213 A \$ 0 | 1,191,496 | D |
| Class B Common | 04/30/2018 | | F | | 395 D \$ 56.04 ⁽³⁾ | 1,191,101 | D |
| 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 |

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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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