

BROWN OWSLEY II
Form 4
February 04, 2009

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 OWSLEY II

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)

3. Date of Earliest Transaction (Month/Day/Year)

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

850 DIXIE HIGHWAY

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

(Street)

LOUISVILLE, KY 40210

(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 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)
				(A) or (D) Code V Amount (D) Price			
Class A Common	01/06/2009		G	V 6,966 D \$ 0	125,125	D	
Class A Common					200,032	I	Breeze Hill LP
Class A Common					336,517	I	GRAT 1994
Class A Common					22,958	I	GRAT 2001
Class A Common					99,964	I	Longview LP

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Class A Common						529,610	I	Poplar Terrace LP	
Class A Common						1,612	I	Guilford-Brown LP	
Class A Common						3,789	I	Nectar LP	
Class A Common						438,009	I	Ganymede LP	
Class A Common						2,113,839	I	Olympus Three, LLC	
Class A Common	01/06/2009	G	V	258	A	\$ 0	173,350	I	Spouse
Class B Common						34,564	D		
Class B Common						50,008	I	Breeze Hill LP	
Class B Common						84,129	I	GRAT 1994	
Class B Common						5,739	I	GRAT 2001	
Class B Common						68,002	I	Equal Shares 2006, LP	
Class B Common						26,618	I	Longview, LP	
Class B Common						132,402	I	Poplar Terrace LP	
Class B Common						403	I	Guilford-Brown LP	
Class B Common						947	I	Nectar	
Class B Common						433,236.25	I	Hebe, LP	
Class B Common						3,171	I	Hebe Non-Exempt Trust fbo Owsley Brown II	
Class B Common						1,092	I	Hebe Exempt Trust fbo Owsley Brown II	
Class B Common						1,276,190	I	GANYMO Trust/Partnership	

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Class B Common	4,070,185	I	Olympus Three, LLC
Class B Common	43,273	I	Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option (right to buy)	\$ 19.68					05/01/2003	04/30/2010	Class B Common	101,32
Non-Qualified Stock Option (right to buy)	\$ 26.67					05/01/2004	04/30/2011	Class B Common	80,11
Non-Qualified Stock Option (right to buy)	\$ 25.06					05/01/2005	04/30/2012	Class B Common	101,56
Non-Qualified Stock Option (right to buy)	\$ 30.62					05/01/2006	04/30/2013	Class B Common	101,48
Non-Qualified Stock Option (right to buy)	\$ 36.35					05/01/2007	04/30/2014	Class B Common	81,20
Stock Appreciation Right	\$ 54.4					11/15/2007	04/30/2017	Class B Common	3,284

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN OWSLEY II 850 DIXIE HIGHWAY LOUISVILLE, KY 40210		X		

Signatures

Diane M. Barhorst, Atty In Fact for: Owsley
Brown II

02/04/2009

__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).

Remarks:

Filing of this form should not be construed as an admission that the filing person is, for purposes of Section 16 of the Securities

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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