

Brown Christina Lee  
 Form 4  
 December 31, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 Christina Lee

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 HWY  
 (Street)  
 LOUISVILLE, KY 40210  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/27/2012  
 4. If Amendment, Date Original Filed(Month/Day/Year)

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)  
 6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 A Common					257,700	D	
Class A Common					504,775	I	Owsley Brown II 1994 GRAT
Class A Common					67,714	I	Trust u/a Owsley Brown III
Class A Common	12/27/2012		G(1)	V	816,126	D	(1) 0
						I	Owsley Brown II

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										2001 GRAT
Class A Common	12/27/2012	G <sup>(1)</sup>	V	297,048	D	<u>(1)</u>	0		I	Owsley Brown II 2002 GRAT
Class A Common	12/27/2012	G <sup>(1)</sup>	V	1,113,174	A	<u>(1)</u>	1,277,100		I	Estate of Owsley Brown II
Class A Common	12/27/2012	J <sup>(2)(3)</sup>		1,113,174	D	<u>(2)</u> <u>(3)</u>	163,926		I	Estate of Owsley Brown II
Class A Common	12/27/2012	J <sup>(2)(3)</sup>		1,113,174	A	<u>(2)</u> <u>(3)</u>	1,113,174		I	Polaris LLC
Class A Common	12/30/2012	J <sup>(2)(3)</sup>		126,544	D	<u>(2)</u> <u>(3)</u>	3,300,114		I	Olympus Three LLC
Class A Common	12/30/2012	J <sup>(2)(3)</sup>		126,544	A	<u>(2)</u> <u>(3)</u>	3,330,114		I	Olympus Three, LLC
Class A Common	12/31/2012	J <sup>(2)(3)</sup>		163,926	D	<u>(2)</u> <u>(3)</u>	0		I	Estate of Owsley Brown II
Class A Common	12/31/2012	J <sup>(2)(3)</sup>		163,926	A	<u>(2)</u> <u>(3)</u>	1,277,100		I	Polaris LLC
Class B Common							64,189		D	
Class B Common							1,980		I	Owsley Brown II IRA
Class B Common							126,193		I	Owsley Brown II 1994 GRAT
Class B Common	12/27/2012	G <sup>(1)</sup>	V	210,723	D	<u>(1)</u>	0		I	Owsley Brown II 2001 GRAT
Class B Common	12/27/2012	G <sup>(1)</sup>	V	78,964	D	<u>(1)</u>	0		I	Owsley Brown II 2002 GRAT
Class B Common	12/27/2012	G <sup>(1)</sup>	V	289,687	A	<u>(2)</u>	596,776		I	Estate of Owsley

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Class	Date	Code	Quantity	Code	Quantity	Code	Title
Class B Common	12/27/2012	J(2)(3)	289,687	D	<u>(2)</u> <u>(3)</u>	307,089	I Brown II Estate of Owsley Brown II
Class B Common	12/27/2012	J(2)(3)	289,687	A	<u>(2)</u> <u>(3)</u>	289,687	I Polaris LLC
Class B Common	12/30/2012	J(2)(3)	254,738	D	<u>(2)</u> <u>(3)</u>	6,703,641	I Olympus Three LLC
Class B Common	12/30/2012	J(2)(3)	254,738	A	<u>(2)</u> <u>(3)</u>	6,703,641	I Olympus Three LLC
Class B Common	12/31/2012	J(2)(3)	53,913	D	<u>(2)</u> <u>(3)</u>	253,176	I Estate of Owsley Brown II
Class B Common	12/31/2012	J(2)(3)	53,913	A	<u>(2)</u> <u>(3)</u>	343,600	I Polaris LLC

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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Non-Qualified Stock Option (right to buy)	\$ <u>22.49</u> (4)					05/01/2007	04/30/2014	Class B Common	131,300 (4)
Stock Appreciation Right	\$ <u>33.65</u> (4)					11/15/2007	07/24/2015	Class B Common	5,311 (4)

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Christina Lee 850 DIXIE HWY LOUISVILLE, KY 40210		X		

# Signatures

Diane M. Barhorst, Atty in Fact for Christina Lee  
Brown

01/31/2013

\*\*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).
- On December 27, 2012, the Owsley Brown II 2001 GRAT and Owsley Brown II 2002 GRAT terminated and delivered their shares to the
- (1) Estate of Owsley Brown II. The reporting person was appointed administrator of the Estate in October 2011, and disclaims beneficial ownership of the shares held by the Estate except to the extent of her pecuniary interest therein.
- On December 27, 2012, in a series of nearly simultaneous transactions, the Estate of Owsley Brown II transferred shares to the Owsley Brown Marital Trust, which transferred them to the reporting person, who transferred them to Polaris LLC. In a similar series of transactions on December 30, 2012, the Estate transferred a 3.8% interest in Olympus Three LLC to the Marital Trust, which transferred
- (2) it to the reporting person, who transferred it to Polaris LLC. Finally, in a similar series of transactions on December 31, 2012, the Estate transferred 151,155 Class A shares and 50,477 Class B shares to the Marital Trust, which transferred them to the reporting person, who transferred them to Polaris LLC. Also on December 31, 2012, the Estate transferred 12,771 Class A shares and 3,436 Class B shares directly to Polaris LLC.
  - (3) The reporting person continued to have a pecuniary interest in the shares throughout these transactions, but disclaims beneficial ownership of the shares held by Polaris LLC and by Olympus Three except to the extent of such interest.
  - (4) All outstanding derivative security amounts and exercise prices were adjusted on December 27, 2012, the record date for the Issuer's December 12, 2012 special cash dividend.

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