

BERG DONALD C
Form 4
May 02, 2011

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 *
BERG DONALD C

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)
04/30/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common | | | | | 11,960 | D | |
| Class B Common | 04/30/2011 | | F | 2,884 (1) | \$ 70.07 (2) | D | |
| Class B Common | | | | | 2,577.78 (3) | I | By 401(k) Plan |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 30.18 (4) | | | | | 05/01/2006 | 04/30/2013 | Class B Common | 19,300 (4) |
| Non-Qualified Stock Option (right to buy) | \$ 35.83 (4) | | | | | 05/01/2007 | 04/30/2014 | Class B Common | 15,358 (4) |
| Stock Appreciation Right | \$ 45.53 (4) | | | | | 05/01/2008 | 04/30/2015 | Class B Common | 13,251 (4) |
| Stock Appreciation Right | \$ 55.69 (4) | | | | | 05/01/2009 | 04/30/2016 | Class B Common | 10,251 (4) |
| Stock Appreciation Right | \$ 53.8 (4) | | | | | 05/01/2010 | 04/30/2017 | Class B Common | 11,735 (4) |
| Stock Appreciation Right | \$ 56.58 (4) | | | | | 05/01/2011 | 04/30/2018 | Class B Common | 13,785 (4) |
| Stock Appreciation Right | \$ 43.1 (4) | | | | | 05/01/2012 | 04/30/2019 | Class B Common | 22,587 (4) |
| Stock Appreciation Right | \$ 61.24 (4) | | | | | 05/01/2013 | 04/30/2020 | Class B Common | 12,341 (4) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BERG DONALD C 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | | Chief Financial Officer | |

Signatures

| | |
|--|------------|
| Holli H. Lewis, Attorney in Fact for Donald C. Berg | 05/03/2011 |
|--|------------|

 **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) To satisfy tax withholding obligations associated with the April 30, 2011 vesting of certain past grants of Class A and Class B restricted stock, the reporting person surrendered 2,884 shares of Class B Common Stock.
 - (2) The closing price of BF-B (\$70.07) on April 29, 2011 was used to calculate the tax withholding obligation.
 - (3) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of May 2, 2011.
 - (4) All outstanding derivative security amounts and exercise prices were adjusted on December 10, 2010, the record date for the Issuer's December 28, 2010 special cash dividend.

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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