MAYER RICHARD P

Form 4 June 10, 2011

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires: 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MAYER RICHARD P			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			BROWN FORMAN CORP [BFA, BFB]	(Check all applicable)		
(Last) 850 DIXIE HIG	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2011	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
LOUISVILLE,	KY 40210		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I. New Desiration Committee Acc	wined Discount of an Dansfield Occurs		

		Table 1 - Non-Derivative Securities Acquired, Disposed of, of Deficically Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			d of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Class A Common							6,000	D	
Class B Common	06/08/2011		M	4,085	A	\$ 24.7	15,252	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: MAYER RICHARD P - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number conf 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Non-Qualified Stock Option (right to buy)	\$ 24.7 (2)	06/08/2011		M	4,085	05/01/2002	04/30/2012	Class B Common	4,08
Non-Qualified Stock Option (right to buy)	\$ 30.18 (3)					07/24/2003	04/30/2013	Class B Common	3,92
Non-Qualified Stock Option (right to buy)	\$ 35.83 (4)					07/22/2004	04/30/2014	Class B Common	3,0:
Stock Appreciation Right (1)	\$ 45.53 (5)					07/28/2005	04/30/2015	Class B Common	3,5:
Stock Appreciation Right (1)	\$ 55.69 (6)					07/27/2006	04/30/2016	Class B Common	3,02
Stock Appreciation Right (1)	\$ 53.8 (7)					07/26/2007	04/30/2017	Class B Common	3,7:
Stock Appreciation Right (1)	\$ 56.58 (8)					07/24/2008	04/30/2011	Class B Common	3,4
Stock Appreciation Right (1)	\$ 43.1 (9)					07/23/2009	04/30/2019	Class B Common	7,8
Stock Appreciation Right (1)	\$ 61.24 (10)					07/22/2010	04/30/2020	Class B Common	3,00
Deferred Stock Units	<u>(11)</u>					(12)	(12)	Class B Common	1,00

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MAYER RICHARD P 850 DIXIE HIGHWAY LOUISVILLE, KY 40210

X

Signatures

Diane M. Barhorst, Attn. in Fact for: Richard P.
Mayer

06/10

06/10/2011

**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) 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.
- These option were previously reported as covering 4,027 shares at an exercise price of \$25.06 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (3) These option were previously reported as covering 3,867 shares at an exercise price of \$30.62 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (4) These option were previously reported as covering 3,009 shares at an exercise price of \$36.35 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- These stock appreciation rights were previously reported as covering 3,499 shares at an exercise price of \$46.19 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (6) These stock appreciation rights were previously reported as covering 2,980 shares at an exercise price of \$56.50 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (7) These stock appreciation rights were previously reported as covering 3,702 shares at an exercise price of \$54.58 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (8) These stock appreciation rights were previously reported as covering 3,398 shares at an exercise price of \$57.40 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (9) These stock appreciation rights were previously reported as covering 7,700 shares at an exercise price of \$43.72 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (10) These stock appreciation rights were previously reported as covering 2,959 shares at an exercise price of \$62.13 per share, but were adjusted to reflect the December 28, 2010 special cash dividend.
- (11) Each deferred stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (12) The deferred stock units vest over the course of the Board year. Vested shares will be delivered to the reporting person on the first February 1st that is at least 6 months following the Director's termination from Board service.
- (13) The number of deferred stock units has been adjusted to reflect units issued as a result of the issuer's dividends.

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.

Reporting Owners 3