

Farrer Marshall
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 *
Farrer Marshall

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)
04/30/2018

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

850 DIXIE HIGHWAY

(Street)

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

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 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class B Common	04/30/2018		M	A	6,169	\$ 13.942	8,826 ⁽¹⁾	D
Class B Common	04/30/2018		F	D	3,039	\$ 56.04 ⁽²⁾	5,787	D
Class B Common	04/30/2018		M	A	971	\$ 0	6,758	D
Class B Common	04/30/2018		F	D	309	\$ 56.04 ⁽³⁾	6,449	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 13.942 <u>(4)</u>	04/30/2018		M	6,169	07/24/2008	04/30/2018	Class B Common	6,169 <u>(4)</u>
Restricted Stock Units	<u>(5)</u>	05/01/2018		M	971	05/01/2018	<u>(6)</u>	Class B Common	971
Stock Appreciation Right	\$ 10.62 <u>(7)</u>					07/23/2009	04/30/2019	Class B Common	6,050 <u>(7)</u>
Stock Appreciation Right	\$ 15.088 <u>(8)</u>					07/22/2010	04/30/2020	Class B Common	9,020 <u>(8)</u>
Stock Appreciation Right	\$ 18.217 <u>(9)</u>					07/28/2011	04/30/2021	Class B Common	3,910 <u>(9)</u>
Stock Appreciation Right	\$ 23.047 <u>(10)</u>					07/26/2012	04/30/2022	Class B Common	5,930 <u>(10)</u>
Stock Appreciation Right	\$ 40.145 <u>(11)</u>					07/23/2015	04/30/2025	Class B Common	4,810 <u>(11)</u>
Stock Appreciation Right	\$ 38.481 <u>(12)</u>					07/28/2016	04/30/2026	Class B Common	3,290 <u>(12)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farrer Marshall 850 DIXIE HIGHWAY LOUISVILLE, KY 40210		X		

Signatures

Michael E. Carr, Jr., Attorney in Fact for Marshall B.
Farrer

05/02/2018

__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) On February 28, 2018, the issuer completed a stock split resulting in the distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. On April 23, 2018, the issuer paid a special cash dividend. Total has been updated to reflect the acquisition of 531 additional shares in the February 2018 stock split.
- (2) The closing price of BF-B on April 27, 2018 was used to calculate the withholding obligation.
- (3) The closing price of BF-B on April 30, 2018 was used to calculate the withholding obligation.
- (4) These stock appreciation rights were previously reported as covering 4,844 shares at an exercise price of \$17.755, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (5) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (6) The restricted stock units were granted on July 24, 2014, and vested April 30, 2018.
- (7) These stock appreciation rights were previously reported as covering 4,756 shares at an exercise price of \$13.525, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (8) These stock appreciation rights were previously reported as covering 7,088 shares at an exercise price of \$19.215, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (9) These stock appreciation rights were previously reported as covering 3,074 shares at an exercise price of \$23.20, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (10) These stock appreciation rights were previously reported as covering 4,658 shares at an exercise price of \$29.35, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (11) These stock appreciation rights were previously reported as covering 3,780 shares at an exercise price of \$51.125, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (12) These stock appreciation rights were previously reported as covering 2,584 shares at an exercise price of \$49.005, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.

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.