

Whiting Lawson E
Form 4
May 02, 2018

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 *
Whiting Lawson E

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)
04/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Operating 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common	04/30/2018		F		440 ⁽¹⁾	D	\$ 53.37 ₍₂₎ 2,897
Class B Common	04/30/2018		F		110 ⁽³⁾	D	\$ 56.04 ₍₄₎ 724 ⁽⁵⁾
Class A Common						I	3 ⁽⁶⁾ DRIP

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

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SEC 1474 (9-02)

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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 or Number of Shares
Stock Appreciation Right	\$ 18.217 <u>(7)</u>					05/01/2014	04/30/2021	Class B Common	21,848 <u>(7)</u>
Stock Appreciation Right	\$ 23.047 <u>(8)</u>					05/01/2015	04/30/2022	Class B Common	19,763 <u>(8)</u>
Stock Appreciation Right	\$ 28.433 <u>(9)</u>					05/01/2016	04/30/2023	Class B Common	21,884 <u>(9)</u>
Stock Appreciation Right	\$ 36.109 <u>(10)</u>					05/01/2017	04/30/2024	Class B Common	15,382 <u>(10)</u>
Stock Appreciation Right	\$ 40.145 <u>(11)</u>					05/01/2018	04/30/2025	Class B Common	20,045 <u>(11)</u>
Stock Appreciation Right	\$ 38.481 <u>(12)</u>					05/01/2019	04/30/2026	Class B Common	28,903 <u>(12)</u>
Stock Appreciation Right	\$ 39.757 <u>(13)</u>					05/01/2020	04/30/2027	Class B Common	34,134 <u>(13)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Whiting Lawson E
850 DIXIE HIGHWAY
LOUISVILLE, KY 40210

EVP, Chief Operating Officer

Signatures

Michael E. Carr, Jr., Attorney in Fact for Lawson E.
Whiting

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) To satisfy withholding obligations associated with the July 24, 2014 award of Class A common stock that vested on April 30, 2018, the reporting person surrendered 440 shares of Class A common stock.
- (2) The closing price of BF-A on April 30, 2018 was used to calculate the withholding obligation.
- (3) To satisfy withholding obligations associated with the shares of Class B performance-based restricted stock that were issued in the February 2018 stock split and vested on April 30, 2018, the reporting person surrendered 110 shares of Class B common stock.
- (4) The closing price of BF-B on April 30, 2018 was used to calculate the withholding obligation.
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 834 additional shares in the February 2018 stock split, including 337 shares of Class B common performance-based restricted stock issued in connection with the July 24, 2014 award of Class A common stock.
- (5) Number of shares acquired through the issuer's dividend reinvestment plan as of April 30, 2018.
- (6) These stock appreciation rights were previously reported as covering 17,156 shares at an exercise price of \$23.20, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (7) These stock appreciation rights were previously reported as covering 15,518 shares at an exercise price of \$29.35, 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 17,184 shares at an exercise price of \$36.21, 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 12,078 shares at an exercise price of \$45.985, 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 15,740 shares at an exercise price of \$51.125, 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 22,696 shares at an exercise price of \$49.005, 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 26,803 shares at an exercise price of \$50.63, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (13)

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.