

BROWN FORMAN CORP

Form SC 13G/A

February 14, 2007

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

BROWN-FORMAN CORPORATION

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

115637-10-0

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 115637-10-0

NAMES OF REPORTING PERSONS:

1 Laura Lee Gastis

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
United States of America

SOLE VOTING POWER:

5
NUMBER OF 40,299

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **6** 2,962,263

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON **7** 40,299

SHARED DISPOSITIVE POWER:

WITH: **8** 2,962,263

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

3,002,562

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

Item 1.

Brown-Forman Corporation
850 Dixie Highway
Louisville, Kentucky 40210

Item 2.

(a) Name: Laura Lee Gastis

(b) Principal Business address: 710 W. Main Street

Louisville, Kentucky 40202

(c) United States of America

(d) Brown-Forman Corporation Class A Common Stock

(e) 0115637-10-0

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).

(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) o Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The amount of shares beneficially owned by the undersigned as of December 31, 2006, is as follows:

	Aggregate Number
(a) Beneficially Owned	3,002,562
(b) Percent of Class	5.3%
(c) Sole Voting Power	40,299
Shared Voting Power	2,962,263
Sole Disposition Power	40,299
Shared Disposition Power	2,962,263

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Laura Lee Brown has the right to receive the dividends and the proceeds of sale from certain of the shares for which the undersigned has shared voting and dispositional control, which interest relates to more than 5% of the Class A Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2007

/s/ Michael Crutcher Attorney-in-fact
Laura Lee Gastis
By Michael B. Crutcher
Attorney-in-fact

LIMITED POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS: That I, Laura Lee Gastis, of Denver, Colorado, do hereby make and appoint Michael B. Crutcher, Nelea A. Absher or Thomas E. Rutledge of Louisville, Kentucky, each as my true and lawful attorney-in-fact, with full power of substitution, for the limited purpose of executing on my behalf and in my name, place, and stead any Schedule 13D or Schedule 13G, any amendments thereto, or other forms promulgated by the United States Securities & Exchange Commission pursuant to Section 13(d) of the Securities Exchange Act of 1934 and the rules thereunder which I am required by law or regulation to execute. This limited power shall remain in effect until specifically revoked by me.

IN TESTIMONY WHEREOF, I have set my hand this 21st day of March, 2006.

/s/ Laura Lee Gastis
Laura Lee Gastis

STATE OF }
COLORADO }
 }
COUNTY OF }
DENVER

I, a Notary Public in and for the State and County aforesaid, do hereby certify that the foregoing instrument of writing was this day produced before me by Laura Lee Gastis, who subscribed and acknowledged the same to be his act and deed.

/s/ Nathan Raizman
Notary Public

My Commission Expires: June 19, 2006