

BROWN FORMAN CORP

Form 4

December 27, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Holland Augusta Brown

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)  
12/22/2016

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

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)
Class B Common					430,568 <sup>(1)</sup>	I	Hebe Three Limited Partnership
Class A Common					633,674 <sup>(2)</sup>	I	Hebe Three Limited Partnership
Class B Common					1,930 <sup>(3)</sup>	I	Holland Family Trust
Class B Common					404,678 <sup>(4)</sup>	I	OB2 Marital Trust
					1,770 <sup>(5)</sup>	I	

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Class A Common						OB2 Martial Trust
Class A Common	24 <sup>(6)</sup>	I				OB2 Reverse QTIP Trust
Class B Common	102,896 <sup>(7)</sup>	I				OB2 Reverse QTIP Trust
Class B Common	190,970 <sup>(8)</sup>	I				OB3 GST Exempt Trust
Class A Common	6,660,230 <sup>(9)</sup>	I				Olympus Three LLC
Class B Common	13,407,282 <sup>(10)</sup>	I				Olympus Three LLC
Class B Common	10,218 <sup>(11)</sup>	I				Trust fbo Augusta Holland
Class A Common	40,878 <sup>(12)</sup>	I				Trust fbo Augusta Holland
Class B Common	348,560 <sup>(13)</sup>	I				Trust fbo Barzun Children
Class B Common	1,820 <sup>(14)</sup>	I				Trust fbo Child-1
Class B Common	192,392 <sup>(15)</sup>	I				Trust fbo Children

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

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SEC 1474  
(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Deriva Securi (Instr.
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(Instr. 3,  
4, and 5)

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(16)	Code	V	(A)	(D)	(17)	(17)	Class A Common	3,381.661 (18)
Deferred Stock Units	(19)					(17)	(17)	Class A Common	1,183.28 (20)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holland Augusta Brown 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	X	X		

## Signatures

Michael E. Carr, Jr., Attorney in Fact for Augusta Brown  
Holland

12/27/2016

\_\_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) In August 2016, the Class A and Class B common stock of Brown-Forman Corporation split 2-1, resulting in the reporting person's acquisition of 215,284 additional shares.
- (2) Reflects the acquisition of 316,837 additional shares in the August 2016 stock split.
- (3) Reflects the acquisition of 962 additional shares in the August 2016 stock split, and the correction of a prior mathematical error.
- (4) Reflects the acquisition of 202,339 additional shares in the August 2016 stock split.
- (5) Reflects the acquisition of 885 additional shares in the August 2016 stock split.
- (6) Reflects the acquisition of 12 additional shares in the August 2016 stock split.
- (7) Reflects the acquisition of 51,448 additional shares in the August 2016 stock split.
- (8) Reflects the acquisition of 95,485 additional shares in the August 2016 stock split.
- (9) Reflects the acquisition of 3,330,115 additional shares in the August 2016 stock split.
- (10) Reflects the acquisition of 6,703,641 additional shares in the August 2016 stock split.
- (11) Reflects the acquisition of 5,109 additional shares in the August 2016 stock split.
- (12) Reflects the acquisition of 20,439 additional shares in the August 2016 stock split.
- (13) Reflects the acquisition of 174,280 additional shares in the August 2016 stock split.
- (14) Reflects the acquisition of 910 additional shares in the August 2016 stock split.

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- (15) Reflects the acquisition of 96,196 additional shares in the August 2016 stock split.
- (16) Under the Brown-Forman Corporation Non-Employee Director Deferred Stock Unit Program, each DSU represents the right to receive one share of the Company's Class A common stock. On each dividend payment date, participants are credited with DSU equivalents.
- (17) Annual grants of DSUs vest over the course of the Board year. DSUs are paid out in Class A common stock on the first February 1 that is at least six months following the Director's termination from Board service.
- (18) Updated to reflect the August 2016 stock split.
- (19) Under the Brown-Forman Non-Employee Director Deferred Stock Unit Program each DSU represents the right to receive one share of the Company's Class A common stock. On each dividend payment date, participants are credited with DSU equivalents.
- (20) Updated to reflect the August 2016 stock split.

### Remarks:

2nd of 2 Forms

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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