

BROWN FORMAN CORP

Form 4

February 02, 2017

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hamel Matthew 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)
01/31/2017

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Gen Counsel and Secretary

LOUISVILLE, KY 40210

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Class B Common	01/31/2017		M	V Amount (A) or (D) Price 7,559 A \$ 16.825	16,064	D	
Class B Common	01/31/2017		F	4,573 D \$ 45.48 (1)	11,491	D	
Class A Common					22,482	D	
Class B Common					10,942.8851 (2)	I	By 401k
Class A Common					0.1385 (3)	I	DRIP

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Class B
Common

462.1589 ⁽⁴⁾ I

ESPP

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 16.825	01/31/2017		M		7,559		05/01/2010	04/30/2017	Class B Common	7,559
Stock Appreciation Right	\$ 17.755							05/01/2011	04/30/2018	Class B Common	29,299
Stock Appreciation Right	\$ 13.525							05/01/2012	04/30/2019	Class B Common	59,999
Stock Appreciation Right	\$ 19.215							05/01/2013	04/30/2020	Class B Common	50,359
Stock Appreciation Right	\$ 23.2							05/01/2014	04/30/2021	Class B Common	47,889
Stock Appreciation Right	\$ 29.35							05/01/2015	04/30/2022	Class B Common	44,399
Stock Appreciation Right	\$ 36.21							05/01/2016	04/30/2023	Class B Common	33,699
Stock Appreciation	\$ 45.985							05/01/2017	04/30/2024	Class B Common	26,449

Right

Stock

Appreciation \$ 51.125

Right

05/01/2018 04/30/2025

Class B
Common

30,16

Stock

Appreciation \$ 49.005

Right

05/01/2019 04/30/2026

Class B
Common

44,34

Stock

Appreciation \$ 98.01

Right

05/01/2019 04/30/2026

Class B
Common

22,17

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hamel Matthew E 850 DIXIE HIGHWAY LOUISVILLE, KY 40210			EVP, Gen Counsel and Secretary	

Signatures

Michael E. Carr, Jr., Attorney in Fact for Matthew E.
Hamel

02/02/2017

**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) The closing price of BF-B on January 30, 2017 was used to calculate the withholding obligation.

(2) Number of shares acquired through the issuer's 401(k) plan as of January 31, 2017.

(3) Number of shares acquired through the issuer's dividend reinvestment plan as of January 31, 2017.

(4) Number of shares acquired through the issuer's employee stock purchase program as of January 31, 2017.

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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