

Frazier Sandra
Form 4
July 27, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Frazier Sandra

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)
07/23/2009

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

LOUISVILLE, KY 40210

(City) (State) (Zip)

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

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)	Code	V	Amount	(D)	Price
Class A Common					13,456	D			
Class A Common					2,116,314	I			
									Amelia Frazier Trust
Class A Common					2,772,671	I			
									Harry S. Frazier Descendants Trust
Class B Common					5,411 ⁽¹⁾	D			
					529,078 ⁽²⁾	I			

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Class B Common		Amelia Frazier Trust
Class B Common	693,167 ⁽³⁾ I	Harry S. Frazier Trust

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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Appreciation Right ⁽⁴⁾	\$ 58.84					05/25/2006 04/30/2015	Class B Common	470
Stock Appreciation Right ⁽⁵⁾	\$ 56.5					07/27/2006 04/30/2016	Class B Common	2,98
Stock Appreciation Right ⁽⁶⁾	\$ 54.58					07/26/2007 04/30/2017	Class B Common	3,70
Stock Appreciation Right ⁽⁷⁾	\$ 57.4					07/24/2008 04/30/2018	Class B Common	3,39
Stock Appreciation Right	\$ 43.72	07/23/2009		A	4,175	07/23/2009 04/30/2019	Class B Common	4,17

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Frazier Sandra
850 DIXIE HIGHWAY X
LOUISVILLE, KY 40210

Signatures

Diane Barhorst, Atty. in fact for Sandra
Frazier 07/27/2009

__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 October 2008, the Issuer completed a stock distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. This total has been adjusted to reflect 3,773 Class B shares received through the distribution.
- (2) The reporting person received these shares through the Issuer's October 2008 stock distribution.
- (3) The reporting person received these shares through the Issuer's October 2008 stock distribution.
- (4) These stock appreciation rights were previously reported as covering 376 shares at an exercise price of \$73.55 per share, but were adjusted to reflect the October 2008 stock distribution.
- (5) These stock appreciation rights were previously reported as covering 2,384 shares at an exercise price of \$70.63 per share, but were adjusted to reflect the October 2008 stock distribution.
- (6) These stock appreciation rights were previously reported as covering 2,961 shares at an exercise price of \$68.22 per share, but were adjusted to reflect the October 2008 stock distribution.
- (7) These stock appreciation rights were previously reported as covering 2,718 shares at an exercise price of \$71.75 per share, but were adjusted to reflect the October 2008 stock distribution.

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.