

BROWN FORMAN CORP  
Form 4  
February 02, 2017

# FORM 4

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

OMB APPROVAL

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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 \*  
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  
 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)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Class B Common                  | 01/31/2017                           |  | M                              |   | 7,559 A \$ 16.825   | D  |   |
| Class B Common                  | 01/31/2017                           |  | F                              |   | 4,573 D \$ 45.48 <sup>(1)</sup>   | D  |   |
| Class A Common                  |                                      |  |                                |   |   | D  |   |
| Class B Common                  |                                      |  |                                |   | 22,482  | D  |   |
| Class B Common                  |                                      |  |                                |   | 10,942.8851 <sup>(2)</sup>  | I  | By 401k   |
| Class A Common                  |                                      |  |                                |   | 0.1385 <sup>(3)</sup>   | I  | DRIP  |

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Class B  
Common

462.1589 <sup>(4)</sup> 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 of 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<br>850 DIXIE HIGHWAY<br>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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