

Joy Catherine Frazier
 Form 3/A
 February 11, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Joy Catherine Frazier		(Month/Day/Year)	BROWN FORMAN CORP [BFA/BFB]	
(Last)	(First)	(Middle)	06/11/2007	
PO BOX 640			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
GOSHEN, KY			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	06/21/2007	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common	126,884	D	Â
Class A Common	15,456	I	Spouse
Class A Common	3,948	I	Catlin Joy UTMA
Class A Common	7,032	I	Charles Joy UTMA
Class A Common	15,216	I	Christopher Joy UTMA
Class A Common	10,422	I	Alexander Joy UTMA
Class A Common	10,000	I	Avish Agincourt, LLC
Class A Common	37,556	I	Annsley Thornton Trust
Class B Common	235,716	D	Â
Class B Common	13,296	I	Spouse
Class B Common	1,820	I	Caitlin Joy UTMA

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Class B Common	3,338	I	Charles Joy UTMA
Class B Common	8,036	I	Christopher Joy UTMA
Class B Common	4,916	I	Alexander Joy UTMA
Class B Common	146.548 ⁽²⁾	I	By Spouse as Custodian for Caitlin Joy
Class B Common	146.548 ⁽²⁾	I	By Spouse as Custodian for Charles Joy
Class B Common	146.548 ⁽²⁾	I	By Spouse as Custodian for Christopher Joy
Class B Common	146.548 ⁽²⁾	I	By Spouse as Custodian for Alexander Joy
Class B Common ⁽¹⁾	150 ⁽²⁾	I	C.F. Joy Irrev. Trust FBO Caitlin Joy
Class B Common ⁽¹⁾	150 ⁽²⁾	I	C.F. Joy Irrev. Trust FBO Charles Joy
Class B Common ⁽¹⁾	150 ⁽²⁾	I	C.F. Joy Irrev. Trust FBO Christopher Joy
Class B Common ⁽¹⁾	150 ⁽²⁾	I	C.F. Joy Irrev. Trust FBO Alexander Joy
Class B Common	14,380	I	Annslay Thornton Trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Joy Catherine Frazier PO BOX 640	Â	Â X	Â	Â

GOSHEN, KY 40026

Signatures

Diane Barhorst, Attorney-in-Fact for Catherine
Frazier Joy

02/11/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares inadvertently omitted from reporting person's original Form 3 filing.
 - (2) Shares subject to dividend reinvestment.

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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