

BROWN FORMAN CORP
Form 4
November 02, 2016

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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)
10/31/2016

____ 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 | 10/31/2016 | | M | | 7,600 A \$ 16.825 | D | |
| Class B Common | 10/31/2016 | | F | | 5,197 D \$ 46.03 (2) | D | |
| Class A Common | | | | | | D | |
| Class A Common | | | | | | I | DRIP |
| Class B Common | | | | | | I | ESPP |

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Class B
Common 10,847.2805 I By 401k
(6)

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

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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 <u>(7)</u> | 10/31/2016 | | M | 7,600 | 05/01/2010 04/30/2017 | Class B Common 7,600 |
| Stock Appreciation Right | \$ 17.755 <u>(8)</u> | | | | | 05/01/2011 04/30/2018 | Class B Common 29,290 |
| Stock Appreciation Right | \$ 13.525 <u>(9)</u> | | | | | 05/01/2012 04/30/2019 | Class B Common 59,990 |
| Stock Appreciation Right | \$ 19.215 <u>(10)</u> | | | | | 05/01/2013 04/30/2020 | Class B Common 50,350 |
| Stock Appreciation Right | \$ 23.2 <u>(11)</u> | | | | | 05/01/2014 04/30/2021 | Class B Common 47,880 |
| Stock Appreciation Right | \$ 29.35 <u>(12)</u> | | | | | 05/01/2015 04/30/2022 | Class B Common 44,390 |
| Stock Appreciation Right | \$ 36.21 <u>(13)</u> | | | | | 05/01/2016 04/30/2023 | Class B Common 33,690 |
| Stock Appreciation | \$ 45.985 <u>(14)</u> | | | | | 05/01/2017 04/30/2024 | Class B Common 26,440 |

Right

| | | | | | |
|--------------------------------|--------------------------|------------|------------|-------------------|-------|
| Stock Appreciation Right | \$ 51.125 <u>(15)</u> | 05/01/2018 | 04/30/2025 | Class B Common | 30,16 |
| Stock Appreciation Right | \$ 49.005 <u>(16)</u> | 05/01/2019 | 04/30/2026 | Class B Common | 44,34 |

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

11/02/2016

__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) On August 18, 2016, the Class A and Class B common stock of Brown-Forman Corporation split 2-1, resulting in the reporting person's acquisition of 2,983 additional shares. Total also updated to correct prior reporting error.
- (2) The closing price of BF-B on October 28, 2016 was used to calculate the withholding obligation.
- (3) Reflects the acquisition of 10,633 additional shares in the August 2016 stock split and the transfer of 1,216 shares on August 23, 2016, from dividend reinvestment holdings to direct holdings.
- (4) Number of shares acquired through the issuer's dividend reinvestment plan as of October 6, 2016, including additional shares issued in the August 2016 stock split. Also updated to reflect the transfer of 1,216 shares on August 23, 2016, from dividend reinvestment holdings to direct holdings.
- (5) Number of shares acquired through the issuer's employee stock purchase program as of October 17, 2016, including additional shares issued in the August 2016 stock split. Total also updated to correct prior reporting error.
- (6) Number of shares acquired through the issuer's 401(k) plan as of October 31, 2016, including additional shares issued in the August 2016 stock split.
- (7) These stock appreciation rights were previously reported as covering 11,359 shares at an exercise price of \$33.65, but were adjusted to reflect the August 2016 stock split.
- (8) These stock appreciation rights were previously reported as covering 14,647 shares at an exercise price of \$35.51, but were adjusted to reflect the August 2016 stock split.
- (9) These stock appreciation rights were previously reported as covering 29,998 shares at an exercise price of \$27.05, but were adjusted to reflect the August 2016 stock split.
- (10) These stock appreciation rights were previously reported as covering 25,177 shares at an exercise price of \$38.43, but were adjusted to reflect the August 2016 stock split.
- (11) These stock appreciation rights were previously reported as covering 23,942 shares at an exercise price of \$46.40, but were adjusted to reflect the August 2016 stock split.

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- (12) These stock appreciation rights were previously reported as covering 22,195 shares at an exercise price of \$58.70, but were adjusted to reflect the August 2016 stock split.
- (13) These stock appreciation rights were previously reported as covering 16,847 shares at an exercise price of \$72.42, but were adjusted to reflect the August 2016 stock split.
- (14) These stock appreciation rights were previously reported as covering 13,222 shares at an exercise price of \$91.97, but were adjusted to reflect the August 2016 stock split.
- (15) These stock appreciation rights were previously reported as covering 15,084 shares at an exercise price of \$102.25, but were adjusted to reflect the August 2016 stock split.
- (16) These stock appreciation rights were previously reported as covering 22,172 shares at an exercise price of \$98.01, but were adjusted to reflect the August 2016 stock split.

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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