

Brown J McCauley
 Form 4
 December 14, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Brown J McCauley

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)
 LOUISVILLE, KY 40210
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2009
 4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common | | | | | 183,618 | D | |
| Class A Common | | | | | 501,926 | I | By Brown Ventures, LLC |
| Class A Common | | | | | 47,000 | I | By Brown FLIP |
| Class A Common | | | | | 28,000 | I | By MAE LLC |
| Class A Common | | | | | 100,000 | I | By GRAT |

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| | | | | | | | | |
|-------------------|------------|--|---|--------|---|-------------------------|---|------------------------------|
| Class A Common | | | | | | 2,079 | I | By children |
| Class A Common | | | | | | 30,172 | I | By Spouse |
| Class B Common | 12/10/2009 | | S | 25,000 | D | \$ 52 67,510 | D | |
| Class B Common | | | | | | 3,553.21 ⁽¹⁾ | I | BF 401(k) Plan |
| Class B Common | | | | | | 125,481 | I | By Brown Ventures, LLC |
| Class B Common | | | | | | 11,750 | I | By Brown FLIP |
| Class B Common | | | | | | 393 | I | By Children |
| Class B Common | | | | | | 7,543 | I | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | |
| Non-Qualified Stock Option (right to buy) | \$ 36.35 | | | | | 05/01/2007 | 04/30/2014 | Class B Common | 1,355 |
| Stock Appreciation | \$ 46.19 | | | | | 05/01/2008 | 04/30/2015 | Class B Common | 1,172 |

| | | | | | |
|--------------|----------|------------|------------|-------------------|-------|
| Right | | | | | |
| Stock | | | | | |
| Appreciation | \$ 56.5 | 05/01/2009 | 04/30/2016 | Class B Common | 2,527 |
| Right | | | | | |
| Stock | | | | | |
| Appreciation | \$ 54.58 | 05/01/2010 | 04/30/2017 | Class B Common | 2,894 |
| Right | | | | | |
| Stock | | | | | |
| Appreciation | \$ 57.4 | 05/01/2011 | 04/30/2018 | Class B Common | 2,657 |
| Right | | | | | |
| Restricted | | | | | |
| Stock Unit | (2) | (3) | (3) | Class B Common | 805 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown J McCauley 850 DIXIE HIGHWAY LOUISVILLE, KY 40210 | | X | | |

Signatures

Diane M. Barhorst, Atty. in Fact for J. McCauley
Brown 12/14/2009

__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) Number of shares the reporting person has acquired under the Brown-Forman 401(k) plan as of December 10, 2009.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (3) The Restricted Stock Units vest April 30, 2013.

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.