

Brown Campbell P
Form 4
May 02, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Campbell P

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)
04/30/2018

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

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. Code (Instr. 8)	4. Securities Acquired 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)
Class B Common	04/30/2018		M	V Amount (A) or (D) Price 4,379 A \$ 13.942	1,192,468 ⁽¹⁾	D	
Class B Common	04/30/2018		F	2,185 D \$ 56.04 ⁽²⁾	1,190,283	D	
Class B Common	04/30/2018		M	1,213 A \$ 0	1,191,496	D	
Class B Common	04/30/2018		F	395 D \$ 56.04 ⁽³⁾	1,191,101	D	
Class B Common					916,987 ⁽⁴⁾	I	Brown Barker 2013 LLC

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Class B Common	21,239.9324 (5) (6)	I	By 401k
Class B Common	45 (7)	I	Child #1
Class B Common	45 (7)	I	Child #2
Class B Common	60,543 (8)	I	CPB 2010 #2 LLC
Class B Common	12,241.2376 (5) (9)	I	ESPP
Class B Common	264,777 (10)	I	CPB 2010 #1 LLC
Class B Common	35,625 (10)	I	Trust FBO Campbell P. Brown
Class B Common	35,625 (10)	I	Trust FBO Geo Garvin Brown IV (Irrev)

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 13.942 (11)	04/30/2018		M	4,379	07/24/2008 04/30/2018	Class B Common	4,379 (11)
	(12)	04/30/2018		M	1,213	04/30/2018 (13)		1,213

Restricted Stock Units					Class B Common	
Stock Appreciation Right	\$ 15.088 <u>(14)</u>	07/22/2010	04/30/2020	Class B Common	2,266 <u>(14)</u>	
Stock Appreciation Right	\$ 36.109 <u>(15)</u>	07/24/2014	04/30/2024	Class B Common	2,833 <u>(15)</u>	
Stock Appreciation Right	\$ 38.481 <u>(16)</u>	05/01/2019	04/30/2026	Class B Common	7,266 <u>(16)</u>	
Stock Appreciation Right	\$ 39.757 <u>(17)</u>	05/01/2020	04/30/2027	Class B Common	9,180 <u>(17)</u>	
Restricted Stock Units	<u>(12)</u>	04/30/2019	<u>(18)</u>	Class B Common	3,714 <u>(18)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Campbell P 850 DIXIE HIGHWAY LOUISVILLE, KY 40210			X	

Signatures

Michael E. Carr, Jr., Attorney in Fact for Campbell P.
Brown

05/02/2018

__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).
- On February 28, 2018, the issuer completed a stock split resulting in the distribution of one share of Class B common stock for every four shares of either Class A or Class B common stock held. On April 23, 2018, the issuer paid a special cash dividend. Total has been updated to reflect the acquisition of 559,512 additional shares in the February 2018 stock split.
- (1) The closing price of BF-B on April 27, 2018 was used to calculate the withholding obligation.
 - (2) The closing price of BF-B on April 30, 2018 was used to calculate the withholding obligation.
 - (3) Total has been updated to reflect the acquisition of 376,104 additional shares in the February 2018 stock split.
 - (4) Updated to reflect the February 2018 stock split.
 - (5) Number of shares acquired through the issuer's 401(k) plan as of April 30, 2018.
 - (6) Total has been updated to reflect the acquisition of 9 additional shares in the February 2018 stock split.
 - (7) Total has been updated to reflect the acquisition of 12,108 additional shares in the February 2018 stock split.
 - (8)

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- (9) Number of shares acquired through the issuer's employee stock purchase program as of April 30, 2018.
- (10) These shares were received in the February 2018 stock split.
- (11) These stock appreciation rights were previously reported as covering 3,438 shares at an exercise price of \$17.755, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (12) Each restricted stock unit represents a contingent right to receive one share of Brown-Forman Class B common stock.
- (13) The restricted stock units were granted on July 24, 2014, and vested April 30, 2018.
- (14) These stock appreciation rights were previously reported as covering 1,774 shares at an exercise price of \$19.215, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (15) These stock appreciation rights were previously reported as covering 2,224 shares at an exercise price of \$45.985, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (16) These stock appreciation rights were previously reported as covering 5,702 shares at an exercise price of \$49.005, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (17) These stock appreciation rights were previously reported as covering 7,215 shares at an exercise price of \$50.63, but were adjusted to reflect the February 2018 stock split and April 2018 special dividend.
- (18) The restricted stock units were granted on July 23, 2015, and vest April 30, 2019.

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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