

BROWN FRAZIER OWSLEY
 Form 4
 April 11, 2011

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 *
BROWN FRAZIER OWSLEY

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)
04/07/2011

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

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

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

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)
Class A Common					415,514	D	
Class A Common	12/30/2010		G ⁽¹⁾	V 263,108 D \$ 0	5,653,921 ⁽²⁾	I	Avish Agincourt, LLC
Class A Common	01/03/2011		G ⁽³⁾	V 112,761 D \$ 0	5,653,921	I	Avish Agincourt, LLC
Class B Common	12/30/2010		G ⁽¹⁾	V 235,062 D \$ 0	5,051,236 ⁽²⁾	I	Avish Agincourt, LLC

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Class B Common	01/03/2011	G ⁽³⁾	V	100,741	D	\$ 0	5,051,236	I	Avis Agincourt, LLC
Class B Common	04/07/2011	J ⁽⁴⁾		117,419	A	(4)	155,335	D	
Class B Common	04/07/2011	J ⁽⁴⁾		117,419	D	(4)	4,933,817	I	Avis Agincourt, LLC

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	\$ 46.19					07/28/2005	04/30/2015	Class B Common	6,498

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN FRAZIER OWSLEY 850 DIXIE HIGHWAY LOUISVILLE, KY 40210		X		

Signatures

Diane Barhorst, Atty In Fact for: Owsley Brown
Frazier

04/11/2011

__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) Represents separate gifts of Avish Avincourt, LLC limited liability company units to eight individuals.
- (2) The reporting person has elected to begin reporting all shares held by Avish Agincourt, LLC, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Represents separate gifts of Avish Agincourt, LLC limited liability units to two individuals.
- (4) Represents partial redemption of Avish Agincourt, LLC limited liability company units.

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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