

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 * Joy Catherine Frazier (Last) (First) (Middle) PO BOX 640 (Street) GOSHEN, KY 40026 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 06/11/2007 | 3. Issuer Name and Ticker or Trading Symbol BROWN FORMAN CORP [BFA/BFB] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) 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 | ^ |
| 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 | ^ |
| 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)

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.

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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