

BROWN FORMAN CORP

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 2/14/2001

Address	850 DIXIE HWY LOUISVILLE, Kentucky 40210
Telephone	502-585-1100
CIK	0000014693
Industry	Beverages (Alcoholic)
Sector	Consumer/Non-Cyclical
Fiscal Year	04/30

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20645

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)

BROWN-FORMAN CORPORATION

(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

115637-10-0
(CUSIP Number)

James S. Welch
Ogden Newell & Welch, PLLC
1700 Citizens Plaza
500 West Jefferson Street
Louisville, Kentucky 40202
(502) 582-1601

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 1, 2001
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

CUSIP NO. 115637-10-0
=====

(1) Names of reporting persons..... W.L Lyons Brown, Jr.
S.S. or I.R.S. Identification Nos. of above persons (404-48-3454)

(2) Check the appropriate box if a member of a group (a)
(see instructions) -----
(b)

(3) SEC use only

(4) Source of funds (see instructions)..... N/A

(5) Check if disclosure of legal proceedings is required
pursuant to Items 2(d) or 2(e)

(6) Citizenship or Place of Organization United States
of America

Number of shares beneficially owned by each reporting
person with:

(7) Sole voting power 739,985

(8) Shared voting power..... 13,045,747

(9) Sole dispositive power 739,985

(10) Shared dispositive power 13,045,747

(11) Aggregate amount beneficially owned by each
reporting person 13,785,732

(12) Check if the aggregate amount Row (11) excludes
certain shares (see instructions). N/A

(13) Percent of class represented by amount in Row (11)... 47.56%

(14) Type of reporting person (see instructions) IN

ITEM 1. SECURITY AND ISSUER.

Brown-Forman Corporation
Class A Common Stock
850 Dixie Highway
Louisville, Kentucky 40210

ITEM 2. IDENTITY AND BACKGROUND.

- a) Name: W.L. Lyons Brown, Jr.
- b) Principal Business address: 501 Fourth Street Hilliard-Lyons Center Louisville, Kentucky 40202
- c) Retired Chairman and Chief Executive Officer of the issuer, Brown-Forman Corporation.
- d) Criminal Convictions: No criminal convictions in the last five years (excluding traffic violations or similar misdemeanors).
- e) Securities Proceedings: No judgments, decrees or final orders enjoining further violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violations with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

N/A

ITEM 4. PURPOSE OF TRANSACTION.

N/A

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The amount of shares beneficially owned by the undersigned as of December 31, 2000, is as follows:

		Aggregate Number -----	Percent of Class -----
(a)	Beneficially Owned	13,785,732	47.56%
(b)	Sole Voting Power	739,985	
	Shared by Voting Power	13,045,747	
	Sole Disposition Power	739,985	
	Shared Disposition Power	13,045,747	

(c) No transactions in Brown-Forman Corporation Class A Common Stock of the issuer were effected by W.L. Lyons Brown, Jr. in the sixty days prior to December 31, 2000.

(d) Other persons have the right to receive income from trusts holding Brown-Forman Corporation Class A Common Stock, as to which stock the undersigned has sole or shared voting power. The following person is sole income beneficiary of one of these trusts which holds more than 5% of the outstanding shares of such Class A Common Stock: Sarah S. Brown.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2001

/s/ W.L. Lyons Brown, Jr.

W.L. Lyons Brown, Jr.

End of Filing

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