

BROWN FORMAN CORP

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

Filed 2/12/2004

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

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response...11

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

BROWN-FORMAN CORPORATION

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

115637-10-0

(Cusip Number)

Thomas E. Rutledge
Ogden Newell & Welch PLLC
1700 PNC 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, 2004

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 115637-10-0

1. Names of reporting persons S.S. or I.R.S. Identification Nos. of above persons	W.L. Lyons Brown, Jr. 404-48-3454
2. Check the appropriate box if a member of a group (see instructions)	(a) (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
7. Sole voting power	518,751
8. Shared voting power	13,404,105
9. Sole dispositive power	518,751
10. Shared dispositive power	13,404,105
11. Aggregate amount beneficially owned by each reporting person	13,922,856
12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions).	N/A
13. Percent of class represented by amount in Row (11)	48.99%
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) United States Ambassador to Austria; 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.

Not applicable.

Item 4. Purpose of Transaction.

This filings is made on a voluntary basis by the undersigned in order to bring current his disclosure of beneficial ownership as of January 1, 2004.

Item 5. Interest in Securities of the Issuer.

The amount of shares beneficially owned by the undersigned as of the date set forth below is as follows:

	Aggregate Number	Percent of Class
(a) Beneficially Owned	13,922,856	48.99%
(b) Sole Voting Power	518,751	
Shared Voting Power	13,404,105	
Sole Disposition Power	518,751	
Shared Disposition Power	13,404,105	
(c) The undersigned, in the sixty days prior to January 1, 2004, had no transactions in the Class A Common Stock of Brown-Forman Corporation.		
(d) The undersigned, as a member of the Advisory Committee to a certain trust, with two other Advisory Committee members, shares voting and disposal powers over the Brown-Forman Corporation Class A common stock held thereby, being in excess of 5% of the class. Those other advisors are Owsley Brown Frazier, 4938 Brownsboro Road, Suite 200, Louisville, Kentucky 40222, retired, former Vice Chairman of Brown-Forman Corporation, and Dace B. Stubbs, 135 Sago Palm Road, Vero Beach, Florida 32963, private investor and director of Brown-Forman Corporation. The undersigned is a member of the Advisory Committee to another trust and, with two other Advisory Committee members, share voting and dispositional powers over the Brown-Forman Corporation Class A common stock held thereby, being in excess of 5% of the class. Those other advisors are Owsley Brown II, Chairman and Chief Executive Officer of Brown-Forman Corporation, 850 Dixie Highway, Louisville, Kentucky 40210, and Ina B. Bond, private investor and director of Brown-Forman Corporation, 8215 West Highway 42, Goshen, Kentucky 40026. Other persons have the right to receive income from the trusts holding Brown-Forman Corporation Class A common stock, as to which stock the undersigned has shared voting power. The following person is sole income beneficiary 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.

Item 7. Material to Be Filed as Exhibits.

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 12, 2004

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

W.L. Lyons Brown, Jr., by
Michael B. Crutcher, Attorney-In-Fact

