

MOLSON COORS BREWING CO
 Form 4
 March 04, 2015

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 *
COORS PETER H

2. Issuer Name and Ticker or Trading Symbol
MOLSON COORS BREWING CO [TAP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
1225 17TH STREET, SUITE 3200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2015

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
Chairman of the Board

DENVER, CO 80202

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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 03/02/2015 | | M | | 30,000 | A | \$ 32.67 |
| | | | | | 187,118 | | (1) (5) (6) |
| Class B Common Stock | 03/02/2015 | | S(2) | | 20,857 | D | \$ 76.012 |
| | | | | | 166,261 | | (3) |
| Class B Common Stock | | | | | 13,536,806 | I | |
| | | | | | 20,939 | I | |

by Adolph Coors Company LLC

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| | | | | |
|----------------------------|-----------------------|---|--|--|
| Class B Common Stock | | | | by Marilyn E. Coors as Trustee of Peter H. Coors 2012 Grantor Retained Annuity Trust XI |
| Class B Common Stock | 96,394 ⁽⁴⁾ | I | | by Marilyn E Coors as Trustee of Peter H Coors 2012 Grantor Retained Annuity Trust XII dd 12/11/12 |
| Class B common Stock | 13,563 | I | | by Marilyn E Coors as Trustee of the Peter H. Coors 2013 Grantor Retained Annuity Trust XIII |
| Class B Common Stock | 13,573 | I | | by Marilyn E Coors as Trustee of the Peter H. Coors 2013 Grantor Retained Annuity Trust XIV |
| Class B Common Stock | 129,365 | I | | by Marilyn E Coors as Trustee of Peter H. Coors 2013 Grantor Retained Annuity |

| | | | |
|----------------------------|---|---|---|
| Class B Common Stock | 75,564 | I | Trust XV dated 6/7/13 by Marilyn E Coors as Trustee of Peter H Coors 2013 Grantor Retained Annuity Trust XVI u/a 9/9/13 |
| Class B Common Stock | 76,474 | I | by Marilyn E Coors as Trustee of Peter H Coors 2014 Grantor Retained Annuity Trust XVII u/a 2/28/14 |
| Class B Common Stock | 0 <u>(5)</u> <u>(6)</u> | I | by Peter H. Coors Revocable Trust dtd 8/7/09 |
| Class B Common Stock | 114,337 <u>(1)</u> <u>(4)</u> <u>(6)</u> | I | by Marilyn E Coors as Trustee of Peter H Coors 2014 Grantor Retained Annuity Trust XIX |
| Class B Common Stock | 1,064 | I | by Spouse |

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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 32.67 | 03/02/2015 | | M | 30,000 | 05/18/2006 05/18/2016 | Class B Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| COORS PETER H 1225 17TH STREET SUITE 3200 DENVER, CO 80202 | | | | Chairman of the Board |

Signatures

Kathleen M. Kirchner, by Power of Attorney
 Date: 03/04/2015
 **Signature of Reporting Person

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) Reflects the transfer of 38,492 shares of Class B common stock on December 10, 2014 held directly by the reporting person to Maryilyn E. Coors as Trustee of Peter H. Coors 2014 Grantor Retained Annuity Trust XIX.
- (2) The reporting person's option exercise and sale reported in this Form 4 were effected pursuant to Rule 10b5-1 Trading Plan previously adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
 The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$75.95 to \$76.15, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) Reflects the transfer of 23,856 shares of Class B common stock on December 10, 2014 from Marilyn E. Coors as Trustee of Peter H. Coors 2012 Grantor Retained Annuity Trust XII dd 12/11/12 to Marilyn E. Coors as Trustee of Peter H. Coors 2014 Grantor Retained Annuity Trust XIX.
- (5) Reflects (i) the transfer of an additional 7,700 shares of Class B common stock on June 11, 2014 from shares held directly by the reporting person to the Peter H. Coors Revocable Trust dtd 8/7/09, and (ii) the correction of a clerical error of 270 shares.

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- Reflects the transfer of 51,989 shares of Class B common stock on December 10, 2014 from the Peter H. Coors Revocable Trust dtd
- (6) 8/7/09 to the reporting person, with a corresponding transfer of such shares from the reporting person to Maryilyn E. Coors as Trustee of Peter H. Coors 2014 Grantor Retained Annuity Trust XIX.

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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