

MOLSON COORS BREWING CO
 Form 4
 March 07, 2016

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 *
WALKER SAMUEL D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief People & Legal Officer

(Last) (First) (Middle)
 1801 CALIFORNIA STREET,
 SUITE 4600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2016

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Class B Common Stock	03/03/2016		S ⁽¹⁾			6,500	D	\$ 88.0294 (2)	31,121	D	
Class B Common Stock	03/03/2016		M			15,892	A	\$ 45.22	47,013	D	
Class B Common Stock	03/03/2016		S ⁽¹⁾			15,892	D	\$ 88.0467 (3)	31,121	D	
Class B Common Stock	03/04/2016		M			41,408	A	\$ 44.24	72,529	D	

Common
Stock

Class B Common Stock	03/04/2016	<u>S</u> ⁽¹⁾	41,408	D	\$ 89.2973 <u>(4)</u>	31,121	D
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 45.22	03/03/2016		M	15,892	<u>(5)</u> 03/04/2023	Class B Common Stock 15,892
Employee Stock Option (Right to Buy)	\$ 44.24	03/04/2016		M	41,408	<u>(6)</u> 03/04/2021	Class B Common Stock 41,408

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER SAMUEL D 1801 CALIFORNIA STREET, SUITE 4600 DENVER, CO 80202			Chief People & Legal Officer	

Signatures

Kathleen M. Kirchner, by Power of
Attorney

03/07/2016

__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) The transactions reported in this Form 4 were effected pursuant to a 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 \$88.00 to \$88.12, 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.
- (2) The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$88.00 to \$88.21, 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) The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$89.00 to \$89.69, 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.
- (4) The options were granted on March 4, 2013 and vested in equal annual installments over a three year period.
- (5) The options were granted on March 4, 2011 and vested in equal annual installments over a three year period.

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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