

MOLSON COORS BREWING CO
 Form 4
 May 05, 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)
 05/01/2015

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ 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)
 X 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	05/01/2015		M		30,000 A \$ 32.67	187,118 ⁽¹⁾	D
Class B Common Stock	05/01/2015		S ⁽²⁾		21,116 D \$ 73.5441 ⁽³⁾	166,002	D
Class B Common Stock						13,536,806	I by Adolph Coors Company LLC
						20,939	I

Class B Common Stock				by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2012 Grantor Retained Annuity Trust XI
Class B Common Stock		96,394	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2012 Grantor Retained Annuity Trust XII
Class B common Stock		9,163 ⁽⁴⁾	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIII
Class B Common Stock		13,573	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIV
Class B Common Stock		129,365	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained

Class B Common Stock	75,564	I	Annuity Trust XV by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XVI
Class B Common Stock	64,029 ⁽⁵⁾	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XVII
Class B Common Stock	114,337	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XIX
Class B Common Stock	25,988 ^{(1) (4)} <u>(5)</u>	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XX
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.

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.

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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)	\$ 32.67	05/01/2015		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: 05/05/2015

__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) Reflects the transfer of 9,143 shares of Class B common stock on March 11, 2015 held directly by the reporting person to Marilyn E. Coors and Peter H. Coors as Co-Trustees of Peter H. Coors 2015 Grantor Retained Annuity Trust XX.
- (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.
- (3) The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$73.50 to \$73.725, inclusive. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff,

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upon request, information regarding the number of shares sold at each price within the range.

Reflects the transfer of 4,400 shares of Class B common stock on March 10, 2015 from Marilyn E. Coors and Peter H. Coors as

- (4) Co-Trustees of Peter H. Coors 2013 Grantor Retained Annuity Trust XIII to Marilyn E. Coors and Peter H. Coors as Co-Trustees of the Peter H. Coors 2015 Grantor Retained Annuity Trust XX.

Reflects the transfer of 12,445 shares of Class B common stock on March 10, 2015 from Marilyn E. Coors and Peter H. Coors as

- (5) Co-Trustees of Peter H. Coors 2014 Grantor Retained Annuity Trust XVII to Marilyn E. Coors and Peter H. Coors as Co-Trustees of the Peter H. Coors 2015 Grantor Retained Annuity Trust XX.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.