

MOLSON COORS BREWING CO

Form 4

February 22, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
1801 CALIFORNIA STREET,
SUITE 4600

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2017

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Chief Customer Relations Off / Vice
Chairman of the Board

(Street)

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

DENVER, CO 80202

(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)
Class B Common Stock	02/17/2017		M ⁽¹⁾	77,520 A	\$ 57.76 350,333 ⁽²⁾	D	
Class B Common Stock	02/17/2017		F ⁽¹⁾⁽³⁾	59,649 D	\$ 101.59 290,684	D	
Class B Common Stock					13,536,806	I	by Adolph Coors Company LLC

Class B Common Stock	3,376	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H. Coors 2013 Grantor Retained Annuity Trust XIII
Class B Common Stock	5,795	I	by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIV
Class B Common Stock	85,081	I	by Marilyn & Peter Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XV
Class B Common Stock	48,116	I	by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XVI
Class B Common Stock	50,825	I	by Marilyn E & Peter H Coors Co-Trustees of Peter H Coors 2014 Grantor Retained

Class B Common Stock	56,507	I	Annuity Trust XVII by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XIX
Class B Common Stock	18,748	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XX
Class B Common Stock	56,400	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XXI
Class B Common Stock	153,864	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2016 Grantor Retained Annuity Trust XXII
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)
Stock Appreciation Right	\$ 57.76	02/15/2017		M ⁽⁴⁾	77,520	⁽⁵⁾ 05/15/2018	Class B Common Stock 77,520

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
COORS PETER H 1801 CALIFORNIA STREET, SUITE 4600 DENVER, CO 80202			Chief Customer Relations Off
			Vice Chairman of the Board

Signatures

Kathleen M. Kirchner, Power of Attorney 02/22/2017

__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 reporting person's SOSARS exercise reported in this Form 4 was 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.
- (2) Updated to reflect 80,000 restricted stock units granted to the reporting person in July 2005, which were inadvertently excluded previously.
- (3) Represents shares of Class B common stock withheld by the issuer to cover the exercise price of the stock only stock appreciation rights (SOSARS) and to cover tax withholding obligations in connection with the exercise of the SOSARS.
- (4) The exercise of the SOSARS results in the expiration of the tandem employee stock options.

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(5) The SOSARS vested in full on the third anniversary of the grant date.

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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