

MOLSON COORS BREWING CO
 Form 4
 August 03, 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 *
 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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/01/2016

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice 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	08/01/2016		M ⁽¹⁾		33,576	A		\$ 45.79	283,356	D	
Class B Common Stock	08/01/2016		F ⁽¹⁾⁽²⁾		23,784	D		\$ 100.85	259,572	D	
Class B Common Stock									13,536,806	I	by Adolph Coors Company LLC

Class B Common Stock	77,780	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2012 Grantor Retained Annuity Trust XII
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	13,573	I	by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIV
Class B Common Stock	104,139	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XV
Class B Common Stock	59,576	I	by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2013 Grantor Retained

Class B Common Stock	50,825	I	Annuity Trust XVI by Marilyn E & Peter H Coors Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XVII
Class B Common Stock	84,454	I	by Marilyn E & Peter H Coors, 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	67,918	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XXI
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	\$ 45.79 (3)	08/01/2016		M(4)	33,576	(5) 05/18/2017	Class B Common Stock 33,576

Reporting Owners

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

Signatures

Kathleen M. Kirchner, Power of Attorney 08/03/2016

__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 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) 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.
- (3) As adjusted to give effect to the 2-for-1 stock split that occurred on October 3, 2007.
- (4) The exercise of the SOSARS results in the expiration of the tandem employee stock options.
- (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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