

MONDAVI TIMOTHY J
Form 4
December 28, 2004

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 *
MONDAVI TIMOTHY J

(Last) (First) (Middle)
7801 ST HELENA HWY
(Street)
OAKVILLE, CA 94562
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MONDAVI ROBERT CORP [mond]

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Code	V	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An Nu Sha
					(A)	(D)				
Class B Common	<u>(1)</u>	12/22/2004	J	(2)		715,983	12/22/2004	12/22/2004	Class A Common	71
Class B Common	<u>(1)</u>	12/22/2004	J	(2)		338,058	12/22/2004	12/22/2004	Class A Common	33
Stock Options	<u>(5)</u>	12/22/2004	J	(2)		177,005 <u>(3)</u>	<u>(6)</u>	<u>(6)</u>	Class A Common	17
Restricted Stock	\$ 0	12/22/2004	A		1,000		<u>(7)</u>	<u>(7)</u>	Class A Common	1
Restricted Stock	\$ 0	12/22/2004	J	(2)		2,035	<u>(7)</u>	<u>(7)</u>	Class A Common	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONDAVI TIMOTHY J 7801 ST HELENA HWY OAKVILLE, CA 94562	X	X		

Signatures

Timothy J. Mondavi/by:M.Beyer,Attny-in-fact / rmy 12/28/2004
 **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) 1-for-1
- (2) Cash merger with Constellation Brands, Inc.
- (3) Forfeited 30,389 shares upon termination of employment.
- (4) Represents shares held in trust for filers children, which filer disclaims beneficial ownership.
- (5) Issued at various amounts.
- (6) Options vest at various rates as issued on grant dates and are exercisable for 10 years from such dates, subject to earlier termination in certain circumstances by terms fo the employee stock option plan.
- (7) Restricted stock vests after 7 years or earlier upon attainment of performance measures.
- (8) Represents 1500 shares granted 3/18/04; forfeiture of 465 shares upon termination of employment and 1,000 shares granted 12/22/04.

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.