

MOLSON COORS BREWING CO
 Form 4
 November 13, 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 *
 Glendinning Stewart

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)
 Pres&CEO, Molson Coors Canada

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/11/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class B Common Stock | 11/11/2015 | | M | 9,500 A | \$ 34.57 | 128,383 | D |
| Class B Common Stock | 11/11/2015 | | M | 10,794 A | \$ 45.79 | 139,177 | D |
| Class B Common Stock | 11/11/2015 | | F ⁽¹⁾ | 5,492 D | \$ 90 | 133,685 | D |
| Class B Common Stock | 11/11/2015 | | S | 9,500 D | \$ | 124,185 | D |

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| | | | | | | | |
|----------------------|------------|---|-------|---|-------|-----------------------|---|
| Common Stock | | | | | | 88.6878 <u>(2)</u> | |
| Class B Common Stock | 11/11/0015 | S | 5,302 | D | \$ 90 | 118,883 | D |
| Class B Common Stock | 11/11/2015 | S | 416 | D | \$ 93 | 118,467 | D |
| Class B Common Stock | 11/12/2015 | S | 2,965 | D | \$ 93 | 115,502 | D |

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.

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 34.57 | 11/11/2015 | | M | 9,500 | <u>(3)</u> 03/16/2016 | Class B Common Stock | 9,500 |
| Stock Appreciation Right | \$ 45.79 | 11/11/2015 | | M ⁽⁴⁾ | 10,794 | <u>(5)</u> 05/18/2017 | Class B Common Stock | 10,794 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Glendinning Stewart 1801 CALIFORNIA STREET, SUITE 4600 | | | Pres&CEO, Molson Coors Canada | |

DENVER, CO 80202

Signatures

Kathleen M. Kirchner, by Power of
Attorney

11/13/2015

__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) Represents 5,492 shares of Class B common stock withheld by the issuer to cover the exercise price of the 10,794 stock only stock appreciation rights (SOSARS).

(2) The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$88.68 to \$88.69, 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.

(3) The options were granted on March 16, 2006 and vested in equal annual installments over a three year period.

(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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