

MOLSON COORS BREWING CO

Form 4

November 23, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Joubert Tracey

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)
11/21/2016

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

DENVER, CO 80202

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	11/21/2016		A		12,010	A	\$ 0 (1)
					12,010	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
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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)**

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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)		8. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 73.08	11/21/2016		A		3,303		<u>(2)</u>	01/01/2022	Class B Common Stock	3,303
Employee Stock Option (Right to Buy)	\$ 54.53	11/21/2016		A		2,771		<u>(4)</u>	02/13/2024	Class B Common Stock	2,771
Employee Stock Option (Right to Buy)	\$ 67.26	11/21/2016		A		1,399		<u>(4)</u>	02/13/2024	Class B Common Stock	1,399
Employee Stock Option (Right to Buy)	\$ 73	11/21/2016		A		4,301		<u>(5)</u>	02/11/2025	Class B Common Stock	4,301
Employee Stock Option (Right to Buy)	\$ 86.45	11/21/2016		A		2,782		<u>(5)</u>	02/11/2025	Class B Common Stock	2,782
Employee Stock Option (Right to Buy)	\$ 84.14	11/21/2016		A		5,907		<u>(6)</u>	02/12/2026	Class B Common Stock	5,907

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Joubert Tracey
1801 CALIFORNIA STREET, SUITE 4600
DENVER, CO 80202

Chief Financial Officer

Signatures

Kathleen M. Kirchner, by Power of
Attorney

11/23/2016

__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).

Represents restricted stock units (RSUs) received in exchange for 12,010 RSUs of MillerCoors LLC (MillerCoors) in connection with the
(1) acquisition of MillerCoors by Molson Coors Brewing Company (MCBC). The RSUs vest in full as follows: 4,302 RSUs on January 1, 2017, 5,745 RSUs on January 1, 2018 and 1,963 RSUs on January 1, 2019.
(2) The stock options vested in three equal annual installments beginning on January 1, 2013 and are currently fully exercisable.
(3) In connection with the acquisition of MillerCoors by MCBC, the reporting person received a stock option to purchase shares of Class B common stock of MCBC in exchange for a stock option to purchase shares of MillerCoors common stock.
(4) The stock options vest and become exercisable in three equal annual installments beginning on February 13, 2015.
(5) The stock options vest and become exercisable in three equal annual installments beginning on February 11, 2016.
(6) The stock options vest and become exercisable in three equal annual installments beginning on February 12, 2017.

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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