

MONDAVI ROBERT MICHAEL
Form 4
December 27, 2004

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 ROBERT MICHAEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
841 LATOUR COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/20/2004

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

NAPA, CA 94558
(City) (State) (Zip)

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

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/20/2004		G ⁽¹⁾		2,775	D	\$ 56.32
Class A Common Stock	12/22/2004		J ⁽²⁾		74,525	D	\$ 56.50

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)

Edgar Filing: MONDAVI ROBERT MICHAEL - Form 4

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Class B Common	(3)	12/22/2004		J(2)	1,493,529	12/22/2004	12/22/2004	Class A Common	1,493,529
Restricted Stock	\$ 0	12/22/2004		J(2)	3,450 (6)	(4)	(4)	Common Stock	3,450
Stock Options	(5)	12/22/2004		J(2)	322,267 (7)	(4)	(4)	Common stock	322,267

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONDAVI ROBERT MICHAEL 841 LATOUR COURT NAPA, CA 94558			X	

Signatures

R.Michael Mondavi/by M.Beyer,
Attny-in-fact/rmy

12/27/2004

**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) Gifted 375 shares to 7 individuals and 50 shares to 3 individuals.
- (2) Cash merger with Constellation Brands, Inc.
- (3) 1-for-1
- (4) Options vest at various rates as issued on grant date(s) and are exercisable for 10 years from such date(s), subject to earlier termination in certain circumstances by terms of the employee stock option plan.
- (5) Options issued at various prices.
- (6) 5,000 units granted. 1,550 units forfeited.
- (7) 49,538 unvested options cancelled at termination of employment.

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.