

MOLSON COORS BREWING CO
 Form 4
 July 03, 2014

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)
 1225 17TH STREET, SUITE 3200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2014

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 06/11/2014 | | G | V | 121,544 | D | \$ 0 |
| | | | | | 0 ⁽¹⁾ | I | |

by Marilyn E Coors as Trustee of Peter H Coors 2012 Grantor Retained Annuity Trust X, dated 6/6/12

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| | | | | | | | | |
|----------------------------|------------|------------------|--------|---|---------------------------------|------------------------|---|---|
| Class B Common Stock | 07/01/2014 | M | 35,000 | A | \$ 37.18 | 199,818 ⁽²⁾ | D | |
| Class B Common Stock | 07/01/2014 | S ⁽³⁾ | 25,710 | D | \$ 74.1144 ⁽⁴⁾ | 174,108 | D | |
| Class B Common Stock | | | | | | 12,182,146 | I | by Adolph Coors Company LLC |
| Class B Common Stock | | | | | | 28,345 | I | by Marilyn E. Coors as Trustee of Peter H. Coors 2012 Grantor Retained Annuity Trust XI |
| Class B Common Stock | | | | | | 120,250 | I | by Marilyn E Coors as Trustee of Peter H Coors 2012 Grantor Retained Annuity Trust XII dd 12/11/12 |
| Class B common Stock | | | | | | 13,563 | I | by Marilyn E Coors as Trustee of the Peter H. Coors 2013 Grantor Retained Annuity Trust XIII |
| Class B Common Stock | | | | | | 13,573 | I | by Marilyn E Coors as Trustee of the Peter H. Coors |

| | | | |
|----------------------------|--------------------------------------|---|---|
| Class B Common Stock | 129,365 ⁽²⁾ <u>(5)</u> | I | 2013 Grantor Retained Annuity Trust XIV by Marilyn E Coors as Trustee of Peter H. Coors 2013 Grantor Retained Annuity Trust XV dated 6/7/13 |
| Class B Common Stock | 86,777 | I | by Marilyn E Coors as Trustee of Peter H Coors 2013 Grantor Retained Annuity Trust XVI u/a 9/9/13 |
| Class B Common Stock | 76,474 | I | by Marilyn E Coors as Trustee of Peter H Coors 2014 Grantor Retained Annuity Trust XVII u/a 2/28/14 |
| Class B Common Stock | 1,064 | I | by Spouse |
| Class B Common Stock | 7,980 ⁽⁵⁾ | I | by Peter H. Coors Revocable Trust dtd 8/7/09 |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 37.18 | 07/01/2014 | | M | 35,000 | 05/12/2008 | 05/12/2015 | Class B Common Stock | 35,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COORS PETER H
1225 17TH STREET
SUITE 3200
DENVER, CO 80202

Chairman of the Board

Signatures

Kathleen M. Kirchner, by Power of Attorney

07/03/2014

**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) Upon termination of the trust on June 11, 2014, 121,554 shares were distributed to various descendants' trusts and the remaining 109,583 shares were distributed to the reporting person.

Reflects the transfers on June 11, 2014 to the reporting person of (i) 109,583 shares previously held by the Peter H. Coors 2012 Grantor

(2) Retained Annuity Trust X, dated 6/6/12 and (ii) 17,801 shares previously held by the Peter H. Coors 2013 Grantor Retained Annuity Trust XV dated 6/7/13.

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- (3) The reporting person's option exercise and sale reported in this Form 4 were 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.
- The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging
- (4) from \$73.74 to \$74.39, 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.
- (5) Reflects the transfer on June 11, 2014 of 6,499 shares previously held by the Peter H. Coors 2013 Grantor Retained Annuity Trust XV dated 6/7/13 to the Peter H. Coors Revocable Trust dtd 8/7/09.

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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