MOLSON COORS BREWING CO

Form 4

November 19, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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January 31, 2005

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

335 8TH AVENUE S.W., SUITE

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

4280661 Canada Inc.

MOLSON COORS BREWING CO

(Check all applicable)

[TAP.A TAP]

(Last) (First) 3. Date of Earliest Transaction

(Instr. 8)

Director 10% Owner

(Month/Day/Year)

11/16/2007

Other (specify Officer (give title below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

CALGARY, A0 T2P 1C9

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

or

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount TransactionDerivative Derivative Conversion (Month/Day/Year) Execution Date, if **Expiration Date** Underlying Securitie or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Security any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	. 8)	Disp	osed of (D) r. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Class B exchangeable shares of Molson Coors Canada Inc.	(1)	11/16/2007		J(2)			1,238,822 (2) (3)	<u>(4)</u>	<u>(5)</u>	Class B Common Stock	1,23

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
4280661 Canada Inc. 335 8TH AVENUE S.W., SUITE CALGARY, A0 T2P 1C9		X					

Signatures

/s/ Pierre Deschamps, Secretary 11/19/2007

**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) Exchangeable on a 1-for-1 basis for shares of the corresponding class of Molson Coors Brewing Company ("Molson Coors") common stock.
- Represents the sale of 792,846 exchangeable shares to 4198832 Canada Inc. ("4198832"), a wholly owned subsidiary of Lincolnshire Holdings Limited ("Lincolnshire") and 445,976 exchangeable shares to Nooya Investments Inc. ("Nooya"). 4280661 Canada Inc. is a wholly owned subsidiary of Pentland Securities (1981) Inc., which is owned by Nooya and Lincolnshire.
- (3) The share numbers reflect a 2-for-1 split of the Class B exchangeable shares of Molson Coors Canada Inc. and the Class B Common Stock of Molson Coors on October 3, 2007.
- (4) These shares are exchangeable at any time.
- No expiration date, but redeemable by a subsidiary of Molson Coors at any time after February 9, 2045 for the corresponding class of Molson Coors common stock.
- The consideration for the shares consisted of (i) unsecured promissory notes and (ii) redeemable, retractable, non-voting preferred shares in 4198832 and Nooya. The purchase price was denominated in Canadian dollars ("Cdn. \$") and is reported in U.S. dollars ("U.S. \$") based on the noon buying rate on November 15, 2007, in New York City for Canadian dollars, as reported by the Federal Reserve Bank of New York, of Cdn. \$0.9804 = U.S. \$1.00.

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.

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