

MOLSON COORS BREWING CO
 Form 4
 March 06, 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 *
 SWINBURN PETER S

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)
 President & CEO

(Last) (First) (Middle)
 1225 17TH STREET, SUITE 3200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2014

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class B Common Stock	03/04/2014		A ⁽¹⁾		13,496	A	\$ 0 210,271
Class B Common Stock	03/04/2014		F ⁽²⁾		17,262	D	\$ 56.92 193,009
Class B Common Stock	03/05/2014		M		5,700	A	\$ 42.02 198,709
Class B Common	03/05/2014		S ⁽³⁾		5,700	D	\$ 57.42 193,009

Stock

Class B Common Stock	03/06/2014	M	45,220	A	\$ 42.02	238,229	D
Class B Common Stock	03/06/2014	S ⁽³⁾	45,220	D	\$ 58.0606 <u>(4)</u>	193,009	D
Class B Common Stock	03/06/2014	M	11,961	A	\$ 43.13	204,970	D
Class B Common Stock	03/06/2014	S ⁽³⁾	11,961	D	\$ 58.1531 <u>(5)</u>	193,009	D

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)	\$ 42.02	03/05/2014		M	5,700	<u>(6)</u> 05/14/2019	Class B Common Stock 5,700
Employee Stock Option (Right to Buy)	\$ 42.02	03/06/2014		M	45,220	<u>(6)</u> 05/14/2019	Class B Common Stock 45,220
Employee Stock Option	\$ 43.13	03/06/2014		M	11,961	<u>(7)</u> 03/15/2020	Class B Common Stock 11,961

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SWINBURN PETER S 1225 17TH STREET SUITE 3200 DENVER, CO 80202	President & CEO

Signatures

Kathleen M. Kirchner, by Power of Attorney	03/06/2014
**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) Represents shares of Class B common stock issued to the reporting person in exchange for performance units (PUs) granted on 3/4/11 under the Molson Coors Brewing Company Incentive Compensation Plan. The PUs vested in accordance with their terms upon the achievement of certain specified performance goals applicable to such PUs.
 - (2) Represents shares of Class B common stock withheld in lieu of cash payment for applicable taxes, including (1) 6,287 shares withheld in connection with the vesting of PUs issued to the reporting person on 3/4/11 as reported in this Form 4; (2) 5,859 shares withheld in connection with the vesting of previously reported Restricted Stock Units (RSUs) issued to the reporting person on 3/4/11; and (3) 5,116 shares withheld in connection with the vesting of previously reported RSUs issued to the reporting person on 3/4/13.
 - (3) The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan previously adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
 - (4) The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$57.82 to \$58.16. 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) The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$58.13 to \$58.16. 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.
 - (6) The option was granted on May 14, 2009 and vested in equal annual installments over a three year period.
 - (7) The option was granted on March 15, 2010 and vested in equal annual installments over a three year period.

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.