

MOLSON COORS BREWING CO
 Form 4
 February 23, 2017

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 *
 Cox Simon

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)
 Pres&CEO, Molson Coors Europe

(Last) (First) (Middle)
 1801 CALIFORNIA STREET,
 SUITE 4600
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/21/2017

DENVER, CO 80202

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Class B Common Stock | 02/21/2017 | | M | | 1,506 A \$ 45.79 | 17,242 | D |
| Class B Common Stock | 02/21/2017 | | F ⁽¹⁾ | | 1,073 D \$ 100.36 | 16,169 | D |
| Class B Common Stock | 02/21/2017 | | S | | 433 D \$ 100.3316 | 15,736 | D |

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

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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)

| 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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Stock Appreciation Right | \$ 45.79 (3) | 02/21/2017 | | M ⁽⁴⁾ | 1,506 | ⁽⁵⁾ 05/18/2017 | Class B Common Stock 1,506 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cox Simon 1801 CALIFORNIA STREET, SUITE 4600 DENVER, CO 80202 | | | Pres&CEO, Molson Coors Europe | |

Signatures

Kathleen M. Kirchner, by Power of Attorney
Date: 02/23/2017

__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 withheld by the issuer to cover the exercise price of the stock only appreciation rights (SOSARS) and to cover tax withholding obligations in connection with the exercise of the SOSARS.

(2) The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$100.32 to \$100.34, 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.

(3) As adjusted to give effect to the 2-for-1 stock split that occurred on October 3, 2007.

(4) The exercise of the stock only stock appreciation rights (SOSARS) results in the expiration of the tandem employee stock option.

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(5) The SOSARS vested in full on the third anniversary of the grant date.

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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