

MOLSON COORS BREWING CO
Form 4
November 23, 2016

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 *
Nettles Michelle

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)
Chief People&Diversity Off

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2016

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	11/21/2016		A		4,851	A	\$ 0 (1)
					6,903	D	

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)

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

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 73	11/21/2016		A	2,838	(2) 02/11/2025	Class B Common Stock	2,838
Employee Stock Option (Right to Buy)	\$ 86.45	11/21/2016		A	1,836	(2) 02/11/2025	Class B Common Stock	1,836
Employee Stock Option (Right to Buy)	\$ 84.14	11/21/2016		A	2,953	(4) 02/12/2026	Class B Common Stock	2,953

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nettles Michelle 1801 CALIFORNIA STREET, SUITE 4600 DENVER, CO 80202			Chief People&Diversity Off	

Signatures

Kathleen M. Kirchner, by Power of Attorney
 11/23/2016
 __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).
- Represents restricted stock units (RSUs) received in exchange for 4,851 RSUs of MillerCoors LLC (MillerCoors) in connection with the acquisition of MillerCoors by Molson Coors Brewing Company (MCBC). The RSUs will vest in full as follows: 1,341 RSUs on January 1, 2017, 2,528 RSUs on January 1, 2018 and 982 RSUs on January 1, 2019.

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- (2) The stock options vest and become exercisable in three equal annual installments beginning on February 11, 2016.
- (3) In connection with the acquisition of MillerCoors by MCBC, the reporting person received a stock option to purchase shares of Class B common stock of MCBC in exchange for a stock option to purchase shares of MillerCoors common stock.
- (4) The stock options vest and become exercisable in three equal annual installments beginning on February 12, 2017.

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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