

COORS PETER H
Form 4
January 18, 2018

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)
1801 CALIFORNIA STREET,
SUITE 4600

DENVER, CO 80202

3. Date of Earliest Transaction (Month/Day/Year)
01/16/2018

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

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Chief Customer Relations Off / Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class B Common Stock | 01/16/2018 | | M ⁽¹⁾ | 5,739 | A \$ 42.02 | 319,222 | D |
| Class B Common Stock | 01/16/2018 | | S ⁽²⁾ | 4,118 | D \$ 85.007 ⁽²⁾ | 315,104 | D |
| Class B Common Stock | 01/17/2018 | | M ⁽¹⁾ | 71,781 | A \$ 42.02 | 386,885 | D |
| | 01/17/2018 | | S ⁽³⁾ | 51,485 | D | 335,400 | D |

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| | | | | |
|----------------------------|-----------------------------|--------|---|---|
| Class B Common Stock | \$ 85.0123 <u>(3)</u> | | | |
| Class B Common Stock | | 48,116 | I | by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XVI |
| Class B Common Stock | | 38,679 | I | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XVII |
| Class B Common Stock | | 56,507 | I | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XIX |
| Class B Common Stock | | 12,151 | I | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XX |
| Class B Common Stock | | 56,400 | I | by Marilyn E & Peter H Coors, Co-Trustees of Peter H |

| | | | |
|----------------------------|------------|---|---|
| Class B Common Stock | 153,864 | I | Coors 2015 Grantor Retained Annuity Trust XXI by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2016 Grantor Retained Annuity Trust XXII |
| Class B Common Stock | 85,081 | I | by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XV |
| Class B Common Stock | 5,795 | I | by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIV |
| Class B Common Stock | 13,536,806 | I | by Adolph Coors Company LLC |
| Class B Common Stock | 1,064 | I | by Spouse |

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

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(9-02)

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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 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 | 01/16/2018 | | M | 5,739 | ⁽⁴⁾ 05/14/2019 | Class B Common Stock 5,739 |
| Employee Stock Option (Right to Buy) | \$ 42.02 | 01/17/2018 | | M | 71,781 | ⁽⁴⁾ 05/14/2019 | Class B Common Stock 71,781 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| COORS PETER H 1801 CALIFORNIA STREET, SUITE 4600 DENVER, CO 80202 | | | Chief Customer Relations Off | Chairman of the Board |

Signatures

Kathleen M. Kirchner, Power of Attorney
Date: 01/18/2018

**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) The transactions 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.
- (2) Represents shares sold in a broker-assisted cashless exercise to cover the exercise price and tax withholding obligations. The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$85.00 to \$85.08, 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.

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- Represents shares sold in a broker-assisted cashless exercise to cover the exercise price and tax withholding obligations. The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging from \$85.00 to \$85.05, 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)
- (4) The stock options vest and become exercisable in three equal annual installments beginning on May 14, 2010.

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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