

CHALONE WINE GROUP LTD

Form 3/A

October 25, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â CONSTELLATION
BRANDS, INC.

(Last) (First) (Middle)

370 WOODCLIFF DRIVE,
SUITE 300

(Street)

FAIRPORT,Â NYÂ 14450

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/16/2004

3. Issuer Name and Ticker or Trading Symbol

CHALONE WINE GROUP LTD [CHLN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
See note (3).

5. If Amendment, Date Original Filed(Month/Day/Year)
05/25/2004

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

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

5,556,103 (1) (2) (3)

I

See note (3).

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
9% Convertible Subordinated Promissory Notes	Â (4) 08/21/2004	Common Stock	1,033,363	\$ 9.4207	I	See note (3).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONSTELLATION BRANDS, INC. 370 WOODCLIFF DRIVE, SUITE 300 FAIRPORT, NY 14450	Â	Â	Â	See note (3).

Signatures

Richard Sands, Chairman and Chief Executive Officer, ON BEHALF OF CONSTELLATION BRANDS, INC.

10/25/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Reporting Person disclaims beneficial ownership of such securities, except to the extent, if any, of the Reporting Person's pecuniary interest therein. See note (3).
- (2) Based on information provided by another person (the "Other Person"). The Reporting Person has no responsibility for the accuracy or completeness of such information.
- (3) The Reporting Person does not own any securities of the issuer, but may be deemed to be a member of a group, within the meaning of Rule 13d-5 under the Securities Exchange Act of 1934, which may be deemed to beneficially own the reported securities. The securities reported in column 2 of Table I and in column 3 of Table II are owned by the Other Person who may be deemed to be a member of such group. The Reporting Person has a contractual right to receive a portion of the proceeds of the sale of such securities reported in column 2 of Table I and in column 3 of Table II under certain circumstances. Neither the filing of this Form 3 nor any of the information contained herein shall be construed as an admission that the Reporting Person has formed or is a member of any such group, or beneficially owns or has a pecuniary interest in any such securities. See note (1).
- (4) Based upon information provided by the Other Person, \$11,000,000 aggregate principal amount of 9% convertible subordinated promissory notes of the issuer were automatically convertible on August 21, 2004 unless converted earlier at the option of the Reporting Person upon a change of control of the issuer.

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.