

MOLSON COORS BREWING CO
 Form 4
 October 13, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

(Last) (First) (Middle)
**1801 CALIFORNIA STREET,
 SUITE 4600**
 (Street)
DENVER, CO 80202
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2016
 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

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)
Class B Common Stock				(A) or (D)	155,522 ⁽¹⁾ <u>(2)</u>	D	
Class B Common Stock					13,536,806	I	by Adolph Coors Company LLC
Class B Common Stock					77,780	I	by Marilyn E & Peter H Coors, Co-Trustees

Class B Common Stock	3,376	I	of Peter H Coors 2012 Grantor Retained Annuity Trust XII by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIII
Class B Common Stock	5,795 ⁽¹⁾	I	by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XIV
Class B Common Stock	85,081 ⁽¹⁾	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XV
Class B Common Stock	48,116 ⁽³⁾	I	by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XVI
Class B Common	50,825	I	by Marilyn E & Peter H

Stock				Coors, Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XVII
				by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XIX
Class B Common Stock	84,454	I		by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XX
Class B Common Stock	18,748	I		by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2015 Grantor Retained Annuity Trust XXI
Class B Common Stock	56,400 ⁽⁴⁾	I		by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2016 Grantor Retained Annuity Trust XXII
Class B Common Stock	153,864 ⁽²⁾ <u>⁽³⁾ ⁽⁴⁾</u>	I		

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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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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	10/11/2016		A	12,000	(5) (5)	Class B Common Stock	12,000

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	Vice Chairman of the Board

Signatures

Kathleen M. Kirchner, Power of Attorney 10/13/2016
 **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).
- (1) Reflects the following Class B common stock transfers made to the reporting person directly on August 10, 2016: (i) 19,058 shares from Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2015 Grantor Retained Annuity Trust XV and (ii)

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7,778 shares from Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2015 Grantor Retained Annuity Trust XIV.

- (2) Reflects the transfer of 130,886 shares of Class B common stock by the reporting person directly on September 15, 2016 to Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2016 Grantor Retained Annuity Trust XXII.
- (3) Reflects the transfer of 11,460 shares of Class B common stock on September 15, 2016 by Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2013 Grantor Retained Annuity Trust XVI to Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2016 Grantor Retained Annuity Trust XXII.
- (4) Reflects the transfer of 11,213 shares of Class B common stock on September 15, 2016 by Marilyn E. and Peter H. Coors, Co-Trustees of the Peter H. Coors 2015 Grantor Retained Annuity Trust XXI to the Marilyn E. and Peter H. Coors, Co-Trustees of the Pete H. Coors 2016 Grantor Retained Annuity Trust XXII.
- (5) The reporting person received a 12,000 cash settled restricted stock unit grant under Molson Coors Brewing Company's Incentive Compensation Plan, which shall vest in equal installments on each of December 31, 2017, December 31, 2018 and December 31, 2019. Vested restricted stock units will be settled in cash, net of tax, based on the value of the issuer's Class B common stock on the date of vesting.

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.