

MOLSON COORS BREWING CO
 Form 4
 February 22, 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 *
 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
 (Street)
 DENVER, CO 80202
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2017

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

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)
				(A) or (D)	Price		
Class B Common Stock	02/17/2017		M ⁽¹⁾	77,520	A \$ 57.76	350,333 ⁽²⁾	D
Class B Common Stock	02/17/2017		F ⁽¹⁾⁽³⁾	59,649	D \$ 101.59	290,684	D
Class B Common Stock						13,536,806	I by Adolph Coors Company LLC

Class B Common Stock	3,376	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H. Coors 2013 Grantor Retained Annuity Trust XIII
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	85,081	I	by Marilyn & Peter Coors, Co-Trustees of Peter H Coors 2013 Grantor Retained Annuity Trust XV
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	50,825	I	by Marilyn E & Peter H Coors Co-Trustees of Peter H Coors 2014 Grantor Retained

Class B Common Stock	56,507	I	Annuity Trust XVII by Marilyn E & Peter H Coors as Co-Trustees of Peter H Coors 2014 Grantor Retained Annuity Trust XIX
Class B Common Stock	18,748	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 Coors 2015 Grantor Retained Annuity Trust XXI
Class B Common Stock	153,864	I	by Marilyn E & Peter H Coors, Co-Trustees of Peter H Coors 2016 Grantor Retained Annuity Trust XXII
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.

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.

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(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 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)
Stock Appreciation Right	\$ 57.76	02/15/2017		M ⁽⁴⁾	77,520	⁽⁵⁾ 05/15/2018	Class B Common Stock 77,520

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
02/22/2017
**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) The reporting person's SOSARS exercise reported in this Form 4 was effected pursuant to 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) Updated to reflect 80,000 restricted stock units granted to the reporting person in July 2005, which were inadvertently excluded previously.
- (3) Represents shares of Class B common stock withheld by the issuer to cover the exercise price of the stock only stock appreciation rights (SOSARS) and to cover tax withholding obligations in connection with the exercise of the SOSARS.
- (4) The exercise of the SOSARS results in the expiration of the tandem employee stock options.

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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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