

CONSTELLATION BRANDS, INC.

Form 4

July 18, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDS RICHARD

2. Issuer Name **and** Ticker or Trading
Symbol

**CONSTELLATION BRANDS, INC.
[STZ/STZ.B]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

07/14/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman of Board & CEO

**C/O CONSTELLATION BRANDS,
INC., 370 WOODCLIFF DRIVE,
SUITE 300**

(Street)

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

FAIRPORT, NY 14450

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	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 Underlying (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Class B (convertible) Common Stock	<u>(1)</u>	07/14/2006		J <u>(2)</u>	4,050,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B (convertible) Common Stock	<u>(1)</u>	07/14/2006		J <u>(3)</u>	1,350,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B (convertible) Common Stock	<u>(1)</u>	07/14/2006		J <u>(4)</u>	1,350,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B (convertible) Common Stock	<u>(1)</u>	07/14/2006		J <u>(5)</u>	1,350,000	<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B (convertible) Common Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B (convertible) Common Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B (convertible) Common Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Class A Common Stock
Class B (convertible) Common Stock	<u>(1)</u>					<u>(1)</u> <u>(1)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDS RICHARD C/O CONSTELLATION BRANDS, INC. 370 WOODCLIFF DRIVE, SUITE 300 FAIRPORT, NY 14450	X	X	Chairman of Board & CEO	

Signatures

Richard Sands 07/18/2006

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) Shares of Class B Common Stock are convertible into shares of Class A Common Stock of the Issuer on a one-to-one basis at any time at the option of the holder. The ticker symbol for Class B Common Stock is STZ.B.

Reflects the transfer of an aggregate of 4,050,000 shares of Class B Common Stock previously held by a trust for the benefit of the grandchildren of Marvin Sands (the "Grandchildren's Trust") to each of the Richard Sands Children's Trust, Robert Sands Children's Trust and Laurie Sands Children's Trust in equal amounts of 1,350,000 shares. The reporting person, an adult child of Marvin Sands, serves as co-trustee of the Grandchildren's Trust.
- (2) Reflects the acquisition of 1,350,000 shares of Class B Common Stock by the Richard Sands Children's Trust for which the reporting person serves as trustee.
- (3) Reflects the disposition of 1,350,000 shares of Class B Common Stock by the Richard Sands Children's Trust for which the reporting person serves as trustee.
- (4) Reflects the acquisition of 1,350,000 shares of Class B Common Stock by the Richard Sands Heir's Trust for which the reporting person serves as trustee.
- (5) Except to the extent that the reporting person has a direct or indirect pecuniary interest in securities owned by the applicable partnership or limited liability company, the reporting person disclaims beneficial ownership with respect to securities held in this manner. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.
- (6) Held by M, L, R & R ("MLR&R"), a general partnership of which the reporting person is a general partner and in which he has a pecuniary interest. The reporting person is a beneficiary and trustee of The Marvin Sands Master Trust, which is also a partner in MLR&R.
- (7) Held by CWC Partnership I, a general partnership of which the reporting person is a managing partner and in which he has a pecuniary interest.
- (8) Held by the reporting person as trustee of The Marvin Sands Master Trust.
- (9) These shares are held by a grantor retained annuity trust for which the reporting person serves as trustee.

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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