

BENNETT ABIGAIL J
 Form 4
 April 23, 2009

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 *
BENNETT ABIGAIL J

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)
04/21/2009

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

C/O CONSTELLATION BRANDS, INC., 207 HIGH POINT DR., BLDG. 100

(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

VICTOR, NY 14564

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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 (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 (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 Number Shares
Class B (convertible) Common Stock	<u>(1)</u>	04/21/2009		<u>J(2)</u>	5,300,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,300,000
Class B (convertible) Common Stock	<u>(1)</u>	04/21/2009		<u>J(4)</u>	5,300,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	5,300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ABIGAIL J C/O CONSTELLATION BRANDS, INC. 207 HIGH POINT DR., BLDG. 100 VICTOR, NY 14564			X	

Signatures

H. Elaine Ziakas for Abigail J. Bennett 04/23/2009

**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 entry into Purchase Agreements on 4/21/2009 (i) between Richard Sands and the Jennifer Sands Family Trust u/a dated 4/2/2009 pursuant to which such trust agreed to purchase from Richard Sands his 100% membership interest (the "RES LLC Interest") in RES Business Management LLC ("RES Management"), and (ii) between Richard Sands and the Jennifer Sands Descendants' Trust u/a dated 4/6/2009 pursuant to which such trust agreed to purchase from Richard Sands his 99.99% limited partnership interest (the "RES LP Interest") in RES Business Holdings LP ("RES Holdings"). The purchase price for the RES LLC Interest is the fair market value of the RES LLC Interest as of 4/20/2009 as determined by an independent appraiser. The purchase price for the RES LP Interest is the fair market value of the RES LP Interest as of 4/21/2009 as determined by an independent appraiser, plus an interest component.
- (3) Held by RES Holdings. RES Holdings has held 5,300,000 shares since 2/5/2009, the ownership of which is not affected by the reported transactions. RES Management is the sole general partner of RES Holdings, holding a .01% general partnership interest, and the Reporting Person is the sole non-member manager of RES Management. The reporting person disclaims beneficial ownership of the shares held by RES Holdings except to the extent of her interest as a contingent remainder beneficiary of the Jennifer Sands Family Trust and the Jennifer Sands Descendants' Trust, and 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.

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- Reflects the entry into Purchase Agreements on 4/21/2009 (i) between Robert Sands and the Nancy Sands Family Trust u/a dated 4/9/2009 pursuant to which such trust agreed to purchase from Robert Sands his 100% membership interest (the "RSS LLC Interest") in RSS Business Management LLC ("RSS Management"), and (ii) between Robert Sands and the Nancy Sands Descendants' Trust u/a dated
- (4) 4/9/2009 pursuant to which such trust agreed to purchase from Robert Sands his 99.99% limited partnership interest (the "RSS LP Interest") in RSS Business Holdings LP ("RSS Holdings"). The purchase price for the RSS LLC Interest is the fair market value of the RSS LLC Interest as of 4/20/2009 as determined by an independent appraiser. The purchase price for the RSS LP Interest is the fair market value of the RSS LP Interest as of 4/21/2009 as determined by an independent appraiser, plus an interest component.

- Held by RSS Holdings. RSS Holdings has held 5,300,000 shares since 2/5/2009, the ownership of which is not affected by the reported transactions. RSS Management is the sole general partner of RSS Holdings, holding a .01% general partnership interest, and the Reporting Person is the sole non-member manager of RSS Management. The reporting person disclaims beneficial ownership of the shares held by RSS Holdings except to the extent of her interest as a contingent remainder beneficiary of the Nancy Sands Family Trust and the Nancy Sands Descendants' Trust, and 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.
- (5)

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.