

CONSTELLATION BRANDS, INC.

Form 4

April 07, 2011

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 ROBERT

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2011

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

(Street)
VICTOR, NY 14564

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

(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 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 A Common Stock	04/05/2011		A	56,270	A \$ 0 904,652	D	
Class A Common Stock					28,792 ⁽¹⁾	I	by Spouse
Class A Common Stock					80,928 ⁽¹⁾	I	by LES Holdings LLC ⁽²⁾

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Class A Common Stock	73,800 ⁽¹⁾	I	by MES Holdings LLC ⁽³⁾
Class A Common Stock	1,447,812 ⁽⁴⁾	I	by Partnership ⁽⁵⁾
Class A Common Stock	471,608 ⁽⁴⁾	I	by Partnership ⁽⁶⁾
Class A Common Stock	768 ⁽⁴⁾	I	by Partnership ⁽⁷⁾
Class A Common Stock	2,333,902	I	by Partnership ⁽⁸⁾

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)

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 A Underlying S (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option (right to buy)	\$ 20.6	04/05/2011		A		274,000		04/05/2012 ⁽⁹⁾	04/05/2021	Class 1 Common Stock
Performance Share Units	⁽¹⁰⁾	04/05/2011 ⁽¹¹⁾		A		33,915		⁽¹²⁾	⁽¹²⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X	X	President & CEO	

SANDS ROBERT
C/O CONSTELLATION BRANDS, INC.
207 HIGH POINT DR., BLDG. 100
VICTOR, NY 14564

Signatures

H. Elaine Ziakas for Robert
Sands

04/07/2011

__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 disclaims beneficial ownership with respect to securities held in this manner, 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.
- (2) LES Holdings LLC is a limited liability company of which the reporting person is the general manager.
- (3) MES Holdings LLC is a limited liability company of which the reporting person is the general manager.
- (4) Except to the extent that the reporting person has a direct or indirect pecuniary interest in securities owned by the applicable trust, 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.
- (5) Held by CWC Partnership II, a general partnership of which the reporting person is a trustee of the managing partner and in which he has a pecuniary interest.
- (6) 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.
- (7) 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.
- (8) Held by SSR Business Holdings L.P. ("Holdings"), a limited partnership. The reporting person is the sole member of the limited liability company that is the sole general partner of Holdings, holding a .01% general partnership interest, and the reporting person is the sole limited partner of Holdings, holding a 99.99% limited partnership interest.
- (9) This option becomes exercisable at the rate of 25% per year beginning on the date specified.
- (10) Each performance share unit represents a contingent right to receive one share of Constellation Brands, Inc. Class A Common Stock.
- (11) Represents the date that the performance criteria with respect to the performance share units was satisfied.
- (12) The performance share units vest on May 1, 2011 if the reporting person remains an employee through such date. Vested shares will be delivered to the reporting person on the vesting date net of shares withheld to satisfy taxes.

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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