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MOLSON COORS BREWING CO Form 4 December 08, 2009 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Nooya Investments LTD Issuer Symbol MOLSON COORS BREWING CO (Check all applicable) [TAP] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner _Other (specify Officer (give title (Month/Day/Year) below) below) 335 8TH AVENUE, S.W., SUITE 12/04/2009 700 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting CALGARY, A0 T29 1C9 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4. Transaction Code	5. Number of	6. Date Exercisable and	7. Title
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	(Instr. 8)	Derivative	Expiration Date	Underl

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 1
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Forward Contract (right to sell)	$\frac{(1)}{(4)}\frac{(2)}{(5)}\frac{(3)}{(6)}$	12/04/2009		J/K(1)(2)(3)(4)(5)(6)		700,000		12/08/2014	12/08/2014	Clas Com Sto
Reporting Owners										
Relationships										

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
Nooya Investments LTD 335 8TH AVENUE, S.W., SUITE 700 CALGARY, A0 T29 1C9		Х					
Signatures							
/s/ Pierre Deschamps, Attorney-in-Fact	12/08/2009						

**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).

On December 1, 2009, Pentland Securities (1981) Inc. ("Pentland") entered into an OTC forward contract and a related confirmation, supplemented by a notice dated December 4, 2009, that provided the price terms of the contract (collectively, the "Forward") with an unaffiliated third party buyer ("Buyer") as part of a monetization transaction (the "Transaction"). Pentland is owned by the reporting

person and another shareholder. As part of the Transaction, an affiliate of Buyer ("Bank") has agreed to make a loan to Pentland in the principal amount of US \$22,918,500 (the "Loan"), the principal of which and accrued interest thereon is payable in cash at the settlement of the Forward. Pentland's obligations under the Loan will be secured by a senior pledge to Bank of 700,000 Class B exchangeable shares of Molson Coors Canada Inc. ("Exchangeable Shares"), a subsidiary of Molson Coors Brewing Company ("Molson Coors"), and Pentland's rights under the Forward.

Pentland's obligations under the Forward are secured by a subordinate pledge to Buyer of the same 700,000 Exchangeable Shares. The Exchangeable Shares are exchangeable at the option of the holder for shares of Class B common stock of Molson Coors ("Class B Shares") on a one-for-one basis. Under the pledges, Pentland may exchange the Exchangeable Shares for a like number of Class B Shares

(2) obtained in exchange for Exchangeable Shares, which will become subject to the pledges (any shares subject to the pledges, whether Exchangeable Shares or Class B Shares, the "Pledged Shares"). Pentland has retained voting rights in the Pledged Shares and the right to any dividends or distributions paid in cash on the Pledged Shares in any year, up to \$0.96 per share. Any cash dividends and cash distributions in excess of that amount are payable by Pentland to Buyer.

The purchase date of the Forward is December 8, 2014 (the "Purchase Date"), and settlement of the Forward will occur three business days after the Purchase Date. The Forward provides for cash settlement. However, Pentland may elect to switch from cash settlement to settling the Forward by delivering 700,000 Class B Shares to Buyer (and, depending upon the availability of certain exemptions from the

(3) setting the Folward by derivering 700,000 Class B shares to Buyer (and, depending upon the availability of certain exemptions from the prospectus requirements under Canadian securities laws, elect to switch from physical settlement to cash settlement, and vice versa). Any such election must be made at least a specified number of days prior to the Purchase Date, which depends on whether the Pledged Shares comprise Exchangeable Shares or Class B Shares and on certain Canadian securities law considerations.

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Under the Forward, the "Relevant Price" will equal the average of the volume-weighted average per share price of the Class B Shares for each of the five trading days immediately preceding the Purchase Date, and the "Forward Price" will equal the Relevant Price, subject to a

- (4) cap price of \$54.22 ("Cap Price") and a floor price of \$41.00 ("Floor Price"). Accordingly, (i) if the Relevant Price is greater than or equal to the Cap Price, the Forward Price will be equal to the Cap Price, (ii) if the Relevant Price is less than or equal to the Floor Price, the Forward Price will be equal to the Floor Price, and (iii) if the Relevant Price is between the Floor Price and the Cap Price, the Forward Price will be equal to the Relevant Price.
- (5) The Forward Price is subject further to downward adjustment by the value of any dividends or distributions on the Pledged Shares made other than in cash.

Under cash settlement of the Forward: (i) if the Relevant Price is greater than the Forward Price, Pentland will pay Buyer an amount equal to the difference between the Relevant Price and the Forward Price, multiplied by 700,000; (ii) if the Relevant Price is less than the

(6) Forward Price, then Buyer will pay Pentland an amount equal to the difference between the Forward Price and the Relevant Price, multiplied by 700,000; and (iii) if the Relevant Price is equal to the Forward Price, then no payment will be due from either party, and the Forward will terminate. If the Forward is settled by physical delivery, Pentland will deliver 700,000 Class B Shares to Buyer, and Buyer will pay Pentland an amount equal to 700,000 multiplied by the Forward Price.

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.