

Molson Eric Herbert
 Form 4
 May 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Molson Eric Herbert

2. Issuer Name and Ticker or Trading Symbol
 MOLSON COORS BREWING CO
 [TAP.A; TAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/12/2005

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

C/O MOLSON COORS BREWING COMPANY, 311 10TH STREET, NH 311

(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

GOLDEN, CO 80401-0300

(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)
Class B Common Stock (non-voting)				(A) or (D)			By Pentland Securities (1981) Inc. (9)
Class B Common Stock (non-voting)	05/12/2005		A	1,500 A (15)	1,500	D	

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

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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)

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 or Number of Shares
Class A Common Stock	(4)					02/09/2005	(1)	Class B Common Stock	126
Class A exchangeable shares of Molson Coors Canada Inc.	(4)					02/09/2005	(2)	Class A Common Stock	928,612
Class A Common Stock (3)	(4)					02/09/2005	(1)	Class B Common Stock	928,612
Class A exchangeable shares of Molson Coors Canada Inc.	(4)					02/09/2005	(2)	Class A Common Stock	333,529
Class A Common Stock (3)	(4)					02/09/2005	(1)	Class B Common Stock	333,529
Class A exchangeable shares of Molson Coors Canada Inc.	(4)					02/09/2005	(2)	Class A Common Stock	6,964
Class A Common	(4)					02/09/2005	(1)	Class B Common	6,964

Stock ⁽³⁾				Stock	
Class A exchangeable shares of Molson Coors Canada Inc.	<u>(4)</u>	02/09/2005	<u>(2)</u>	Class A Common Stock	7,720
Class A Common Stock ⁽³⁾	<u>(4)</u>	02/09/2005	<u>(1)</u>	Class B Common Stock	7,720
Class B exchangeable shares of Molson Coors Canada Inc.	<u>(4)</u>	02/09/2005	<u>(2)</u>	Class B Common Stock	1,724,566
Class B exchangeable shares of Molson Coors Canada Inc.	<u>(4)</u>	02/09/2005	<u>(2)</u>	Class B Common Stock	619,411
Class B exchangeable shares of Molson Coors Canada Inc.	<u>(4)</u>	02/09/2005	<u>(2)</u>	Class B Common Stock	35,640
Class B exchangeable shares of Molson Coors Canada Inc.	<u>(4)</u>	02/09/2005	<u>(2)</u>	Class B Common Stock	45,194
Class B exchangeable shares of Molson Coors Canada Inc.	<u>(4)</u>	02/09/2005	<u>(2)</u>	Class B Common Stock	143,698
Class B exchangeable shares of Molson Coors Canada Inc.	<u>(4)</u>	02/09/2005	<u>(2)</u>	Class B Common Stock	145,092

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

Molson Eric Herbert
C/O MOLSON COORS BREWING COMPANY
311 10TH STREET, NH 311
GOLDEN, CO 80401-0300

Signatures

Annita M. Menogan as agent for Eric H.
Molson

05/16/2005

__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) No expiration date.
- (2) The Class A exchangeable shares and Class B exchangeable shares are redeemable by a subsidiary of Molson Coors Brewing Company at any time after February 9, 2045, for the corresponding class of Molson Coors Common Stock or, for non-affiliates only, the equivalent value in cash.
- (3) These shares of Class A Common Stock are not outstanding but are issuable upon conversion of the Class A exchangeable shares of Molson Coors Canada Inc.
- (4) The shares are convertible on a 1-for-1 basis.
- (5) These shares are owned indirectly through the respective Voting Trusts by Pentland Securities (1981) Inc., which is owned by Lincolnshire Holdings Limited and another stockholder. Lincolnshire Holdings Limited is wholly owned by the Reporting Person. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (6) These shares are owned indirectly through the respective Voting Trusts by 4280661 Canada Inc., a wholly owned subsidiary of Pentland Securities (1981) Inc. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (7) These shares are owned directly by BAX Investments Limited, which is controlled by the Trust u/w/o Thomas H.P. Molson. The Reporting Person is one of three trustees of the Trust, and his two sisters are the beneficiaries of the Trust. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (8) These shares are owned directly by DJS Holdings Ltd., which is controlled by the Trust u/w/o Thomas H.P. Molson. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (9) These shares are owned directly by Pentland Securities (1981) Inc. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (10) These shares are owned directly by 4280661 Canada Inc. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (11) These shares are owned directly by Lincolnshire Holdings Limited.
- (12) These shares are owned directly by 4198832 Canada Inc., a wholly owned subsidiary of Lincolnshire Holdings Limited.
- (13) These shares are owned directly by 6339522 Canada Inc., a wholly owned subsidiary of BAX Investments Limited. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (14) These shares are owned directly by 6339549 Canada Inc., a wholly owned subsidiary of DJS Holdings Ltd. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (15) These shares were issued as a restricted stock unit under the Issuer's Incentive Compensation Plan and shall vest on the third anniversary following the date of grant, subject to acceleration or cancellation upon the occurrence of certain events.

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.