

MOLSON COORS BREWING CO
 Form 4
 February 20, 2014

FORM 4

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

OMB APPROVAL

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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 *
WALKER SAMUEL D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
1225 17TH STREET, SUITE 3200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2014

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

DENVER, CO 80202

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 (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 |
| Class B Common Stock | 02/18/2014 | | M | | 20,000 | A | \$ 34.57 |
| | | | | | 80,896 | | |
| Class B Common Stock | 02/18/2014 | | M | | 20,000 | A | \$ 42.02 |
| | | | | | 100,896 | | |
| Class B Common Stock | 02/18/2014 | | M | | 20,000 | A | \$ 43.13 |
| | | | | | 120,896 | | |
| Class B Common | 02/18/2014 | | S ⁽¹⁾ | | 60,000 | D | \$ 55.0149 |
| | | | | | 60,896 | | |

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| Stock | | | | | | | | |
|----------------------------|------------|--|------|--------|---|----------|---------|---|
| | | | | | | (2) | | |
| Class B Common Stock | 02/18/2014 | | M | 42,314 | A | \$ 45.79 | 103,210 | D |
| Class B Common Stock | 02/18/2014 | | F(3) | 37,494 | D | \$ 55 | 65,716 | D |
| Class B Common Stock | 02/18/2014 | | S(1) | 4,820 | D | \$ 55 | 60,896 | D |
| Class B Common Stock | 02/18/2014 | | S(1) | 12,000 | D | \$ 54.63 | 48,896 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 34.57 (4) | 02/18/2014 | | M | 20,000 | (5) 03/16/2016 | Class B Common Stock 20,000 |
| Employee Stock Option (Right to Buy) | \$ 42.02 | 02/18/2014 | | M | 20,000 | (5) 05/14/2019 | Class B Common Stock 20,000 |
| Employee Stock Option (Right to Buy) | \$ 43.13 | 02/18/2014 | | M | 20,000 | (5) 03/15/2020 | Class B Common Stock 20,000 |
| | | 02/18/2014 | | M(6) | 42,314 | (7) 05/18/2017 | 42,314 |

Stock \$ 45.79
 Appreciation (4)
 Right

Class B
 Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER SAMUEL D 1225 17TH STREET SUITE 3200 DENVER, CO 80202 | | | GlobalChiefLegal/PeopleOfficer | |

Signatures

Kathleen M. Kirchner, by Power of Attorney
 02/20/2014
 **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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan previously adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.
 The price reported represents the weighted average sales price of Class B common stock sold in multiple transactions at prices ranging
- (2) from \$54.75 to \$55.26. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 Represents (a) a deemed sale of 35,229 shares of Class B common stock to the issuer to cover the exercise price of the 42,314 stock only
- (3) stock appreciation rights (SOSARS) and (b) 2,265 shares of Class B common stock withheld in lieu of cash payment for applicable taxes in connection with the exercise of the SOSARS.
- (4) As adjusted to give effect to the 2-for-1 stock split that occurred on October 3, 2007.
- (5) This option vested in full on the third anniversary of the grant date.
- (6) The exercise of the SOSARS results in the expiration of the tandem employee stock options.
- (7) The SOSARS vested in full on the third anniversary of the grant date.

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.