

MOLSON COORS BREWING CO
 Form 4
 March 16, 2015

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 *
 Cox Simon

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)
 03/12/2015

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Pres&CEO, Molson Coors Europe

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class B Common Stock | 03/12/2015 | | A ⁽¹⁾ | | 291 A \$ 0 | 12,814 | D |
| Class B Common Stock | 03/12/2015 | | F ⁽²⁾ | | 1,425 D \$ 75.67 | 11,389 | D |
| Class B Common Stock | 03/12/2015 | | M | | 4,000 A \$ 37.18 | 15,389 | D |
| Class B Common | 03/12/2015 | | F ⁽³⁾ | | 2,922 D \$ 75.67 | 12,467 | D |

Stock

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 37.18 | 03/12/2015 | | M | 4,000 | ⁽⁴⁾ 03/15/2015 | Class B Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cox Simon 1225 17TH STREET, SUITE 3200 DENVER, CO 80202 | | | Pres&CEO, Molson Coors Europe | |

Signatures

Kathleen M. Kirchner, by Power of Attorney
03/16/2015

**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) Represents shares of Class B common stock issued to the reporting person upon vesting of performance units (PUs) granted on March 12, 2012 under the Molson Coors Brewing Company Incentive Compensation Plan. The PUs vested in accordance with their terms upon the

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achievement of certain specified performance goals applicable to such PUs.

- (2) Represents shares of Class B common stock withheld by the issuer to cover tax withholding obligations for the reporting person upon the vesting of the PUs and restricted stock units previously granted to the reporting person.
- (3) Represents shares of Class B common stock surrendered by the reporting person to the issuer to cover the exercise price and tax withholding obligations upon exercise of the stock options.
- (4) The options were granted on March 15, 2005 and vested in equal annual installments over a three year period.

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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