

MOLSON COORS BREWING CO
Form 4
March 15, 2007

FORM 4

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

OMB APPROVAL

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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 Stephen Thomas

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)
411 CLARKE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2006

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

WESTMOUNT, A8 H3Y 3C3
(City) (State) (Zip)

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

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	01/10/2006		X		1,080 A \$ 31.2619	1,080	D
Class B Common Stock	01/10/2006		X		1,080 A \$ 51.9621	2,160	D
Class B Common Stock	01/10/2006		S		800 D \$ 68.34	1,360	D
Class B Common	01/10/2006		S		1,080 D \$ 68.35	280	D

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Stock

Class B

Common Stock 01/10/2006 S 280 D \$ 68.37 0 D

Class B

Common Stock 02/13/2007 X 11,520 A \$ 29.3143 11,520 D

Class B

Common Stock 02/13/2007 S 11,520 D \$ 86.2 0 D

Class B

Common Stock 234 I By Pentland Securities (1981) Inc. (1)

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)	Amount of Shares
Stock Options (right to buy)	\$ 32.2619	01/10/2006		X	1,080	<u>(3)</u> 02/09/2006	Class B Common Stock	1,080
Stock Options (right to buy)	\$ 51.9621	01/10/2006		X	1,080	<u>(3)</u> 02/09/2006	Class B Common Stock	1,080
Stock Options (right to buy)	\$ 29.3143	02/13/2007		X	11,520	<u>(3)</u> 11/19/2007	Class B Common Stock	11,520
Class A Common Stock	<u>(2)</u>					<u>(3)</u> <u>(4)</u>	Class B Common Stock	11,520

Class A exchangeable shares of Molson Coors Canada Inc.	(2)	(3)	(5)	Class A Common Stock (10)	928
Class A exchangeable shares of Molson Coors Canada Inc.	(2)	(3)	(5)	Class A Common Stock (10)	333
Class B exchangeable shares of Molson Coors Canada Inc.	(2)	(3)	(5)	Class B Common Stock	1,724
Class A exchangeable shares of Molson Coors Canada Inc.	(2)	(3)	(5)	Class A Common Stock (10)	3
Class B exchangeable shares of Molson Coors Canada Inc.	(2)	(3)	(5)	Class B Common Stock	7
Class B exchangeable shares of Molson Coors Canada Inc.	(2)	(3)	(5)	Class B Common Stock	619
Class B exchangeable shares of Molson Coors Canada Inc.	(2)	(3)	(5)	Class B Common Stock	1,2
Stock Options (right to buy) \$ 29.8039		(3)	06/30/2008	Class B Common Stock	1,0
Stock Options (right to buy) \$ 30.1823		(3)	06/29/2009	Class B Common Stock	1,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Molson Stephen Thomas
 411 CLARKE AVENUE X
 WESTMOUNT, A8 H3Y 3C3

Signatures

/s/ Stephen T.
 Molson 03/15/2007

**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) These shares are owned directly by Pentland Securities (1981) Inc. ("Pentland") which is owned by Nooya Investments Limited ("Nooya") and another shareholder. Nooya is wholly owned by Stephen T. Molson. Stephen T. Molson disclaims beneficial ownership of these shares except to the extent of his beneficial interest therein.
 - (2) Convertible on a 1-for-1 basis.
 - (3) These securities became exercisable or exchangeable as applicable on 2/09/05.
 - (4) No expiration date.
 - (5) No expiration date, but 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.
 - (6) These shares are owned indirectly through the respective Voting Trust(s) by Pentland. Stephen T. Molson disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
 - (7) These shares are owned indirectly through the Canadian Voting Trust by 4280661 Canada, Inc., a wholly owned subsidiary of Pentland. Stephen T. Molson disclaims beneficial ownership of these shares except to the extent of his pecuniary interest thereon.
 - (8) These shares are owned directly by 4280661 Canada, Inc. Stephen T. Molson disclaims beneficial ownership of these shares except to the extent of his pecuniary interest thereon.
 - (9) These shares are owned directly by Nooya.
 - (10) Convertible on a 1-for-1 basis into shares of Class B Common Stock.

Remarks:

Effective January 1, 2006, Mr. Molson resigned as a Trustee of the Thomas Henry Pentland Molson Trust and as an officer and director of BAX Investments Ltd. ("BAX") and DJS Holdings Ltd. ("DJS") and thus no longer has a reportable beneficial interest in 7,720 and 6,964 shares of Class A Exchangeable Shares of Molson Coors Canada Inc., which were formerly reported as owned indirectly by DJS and BAX, respectively. Effective January 1, 2006, Mr. Molson resigned as a Trustee of the Thomas Henry Pentland Molson Trust and as an officer of 6339522 Canada Inc. and 6339549 Canada Inc. and thus no longer has a reportable beneficial interest in 143,698 and 145,092 shares of Class B Exchangeable Shares of Molson Coors Canada Inc., which were formerly reported as owned indirectly by 6339522 Canada Inc. and 6339549 Canada Inc., respectively.

On February 9, 2006, options for 1,224 shares of Class B Common Stock with exercise price of \$75.2777 and options for 1,224 shares of Class B Common Stock with an exercise price of \$82.2688, held by Mr. Molson expired unexercised.

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.