MOLSON COORS BREWING CO

Form 4 May 19, 2006

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 * 2. Issuer Name and Ticker or Trading Molson Eric Herbert Symbol

(Middle)

5. Relationship of Reporting Person(s) to

Issuer

MOLSON COORS BREWING CO

[TAP.A; TAP]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 05/18/2006

_X__ Director Officer (give title X 10% Owner __Other (specify

C/O MOLSON COORS BREWING COMPANY, 1225 17TH STREET,

(First)

SUITE 3200

(Last)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

DENVER, CO 80202

Form filed by More than One Reporting

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	05/18/2006		Code V A	Amount 1,500	or (D)	Price \$ 0 (1)	(Instr. 3 and 4) 3,000	D	
Class B Common Stock							234	I	by Pentland Securities (1981) Inc.
Class A Common Stock							126	I	by Pentland Securities (1981) Inc.

(2)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securitie Acquirect (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Exchangeable Shares of Molson Coors Canada Inc.	(3)					<u>(4)</u>	<u>(5)</u>	Class A Common Stock	928,612
Class A Exchangeable Shares of Molson Coors Canada Inc.	(3)					<u>(4)</u>	(5)	Class A Common Stock	333,529
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)					<u>(4)</u>	(5)	Class B Common Stock	1,724,566
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)					<u>(4)</u>	<u>(5)</u>	Class B Common Stock	619,411
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)					<u>(4)</u>	(5)	Class B Common Stock	35,640

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Class B
Exchangeable
Shares of (3)
Molson Coors
Canada Inc.

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Molson Eric Herbert

C/O MOLSON COORS BREWING COMPANY
1225 17TH STREET, SUITE 3200

DENVER, CO 80202

Signatures

Laura L. McGee as agent for Eric H.

Molson 05/19/2006

**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) Mr. Molson received a grant of restricted stock as director compensation. The shares vest in full on the third anniversary of the grant date.
- (2) These shares are owned by Pentland Securities (1981) Inc., which is owned in part by Lincolnshire Holdings Limited which is wholly owned by Mr. Molson. Mr. Molson disclaims benefical ownership of these shares.
- (3) The shares are exchangeable on a 1-for-1 basis for shares of the corresponding class of Molson Coors Brewing Company common stock.
- (4) These shares are exchangeable at any time.
- (5) There is no expiration date.
- These shares are owned by 4280661 Canada Inc., a wholly owned subsidiary of Pentland Securities (1981) Inc. Mr. Molson disclaims beneficial ownership of these shares.
- (7) These shares are owned by Lincolnshire Holdings Limited, which is wholly owned by Mr. Molson.
- (8) These shares are owned by 4198832 Canada Inc., a wholly owned subsidiary of Lincolnshire Holdings Limited.
- Effective January 1, 2006, Mr. Molson resigned as a Trustee of the Thomas Henry Pentland Molson Trust 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 Holdings Ltd and BAX Investments Ltd, respectively.
- Effective January 1, 2006, Mr. Molson resigned as a Trustee of the Thomas Henry Pentland Molson Trust and thus no longer has a (10) 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.

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.

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