

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 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 *
 COORS PETER H

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)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice Chairman of the Board

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

(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

DENVER, CO 80202

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------------------|--|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Class B Common Stock | 05/18/2006 | | A | 5,500 | A | \$ 0 (1) | 219,639 | D | |
| Class B Common Stock | | | | | | 1,470,000 | I | by the Adolph Coors Jr. Trust (2) | |
| Class B Common Stock | | | | | | 262.41 | I | by 401(k) | |

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| | | | |
|----------------------------|-----------|---|--|
| Class B Common Stock | 532 | I | by spouse <u>(3)</u> |
| Class A Common Stock | 1,260,000 | I | by Adolph Coors Jr. Trust <u>(2)</u> |

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|--|--|--|--------------------|----------------------------|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 74.355 | | | | | | <u>(4)</u> | 05/12/2005 | Class B Common Stock | 125, |
| Employee Stock Option (Right to Buy) | \$ 65.32 | | | | | | 02/12/2005 ⁽⁵⁾ | 02/12/2014 | Class B Common Stock | 125, |
| Employee Stock Option (Right to Buy) | \$ 49.015 | | | | | | <u>(4)</u> | 02/12/2013 | Class B Common Stock | 125, |
| Employee Stock Option (Right to Buy) | \$ 56 | | | | | | <u>(4)</u> | 02/14/2012 | Class B Common Stock | 125, |
| Employee Stock Option | \$ 69.095 | | | | | | <u>(4)</u> | 02/16/2011 | Class B Common | 125, |

| | | | | | | | | | |
|--|------------|------------|---|--------|---------------|-----|------------|----------------------------|-------|
| Option (Right to Buy) | | | | | | | | | Stock |
| Employee Stock Option (Right to Buy) | \$ 48.4375 | | | | | (4) | 02/17/2010 | Class B Common Stock | 76,6 |
| Employee Stock Option (Right to Buy) | \$ 51.5938 | | | | | (4) | 01/03/2010 | Class B Common Stock | 71,9 |
| Employee Stock Option (Right to Buy) | \$ 59.25 | | | | | (4) | 02/16/2009 | Class B Common Stock | 17,4 |
| Employee Stock Option (Right to Buy) | \$ 56.8438 | | | | | (4) | 01/04/2009 | Class B Common Stock | 45,3 |
| Employee Stock Option (Right to Buy) | \$ 33.4063 | | | | | (4) | 01/02/2008 | Class B Common Stock | 71,4 |
| Employee Stock Option (Right to Buy) | \$ 65.33 | 05/18/2006 | A | 45,000 | 05/17/2007(5) | | 05/17/2016 | Class B Common Stock | 45,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| COORS PETER H C/O MOLSON COORS BREWING COMPANY 1225 17TH STREET, SUITE 3200 DENVER, CO 80202 | X | | | Vice Chairman of the Board |

Signatures

Laura L. McGee as agent for Peter H.
Coors

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. Coors was granted an award of restricted stock, which will vest in full on the third anniversary of the date of grant.
 - (2) Mr. Coors is one of five Trustees of the Adolph Coors Jr. Trust.
 - (3) Mr. Coors no longer has a reportable beneficial interest in 3,123 shares, which were formerly reported as owned indirectly by children.
 - (4) This option is fully vested and exercisable.
 - (5) This option vests in three equal annual installments beginning on the first 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.

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