

MOLSON COORS BREWING CO
 Form 4
 May 28, 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 *
 COORS PETER H

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)
 05/26/2014

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

DENVER, CO 80202

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
 ____ 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class B Common Stock	05/26/2014		F ⁽¹⁾	697 D \$ 64.4	29,310	D	
Class B Common Stock					12,182,146	I	by Adolph Coors Company LLC
Class B Common Stock					231,137	I	by Marilyn E Coors as Trustee of Peter H Coors 2012

Class B Common Stock	28,345	I	Grantor Retained Annuity Trust X, dated 6/6/12 by Marilyn E Coors as Trustee of the Peter H Coors 2012 Grantor Retained Annuity Trust XI
Class B Common Stock	120,250	I	by Marilyn E Coors as Trustee of Peter H Coors 2012 Grantor Retained Annuity Trust XII dd 12/11/12
Class B Common Stock	13,563	I	by Marilyn E Coors as Trustee of the Peter H. Coors 2013 Grantor Retained Annuity Trust XIII
Class B Common Stock	13,573	I	by Marilyn E Coors as Trustee of the Peter H. Coors 2013 Grantor Retained Annuity Trust XIV
Class B Common Stock	153,665	I	by Marilyn E Coors as Trustee of Peter H.

Class B Common Stock	86,777	I	Coors 2013 Grantor Retained Annuity Trust XV dated 6/7/13 by Marilyn E Coors as Trustee of Peter H Coors 2013 Grantor Retained Annuity Trust XVI u/a 9/9/13
Class B Common Stock	76,474	I	by Marilyn E Coors as Trustee of Peter H Coors 2014 Grantor Retained Annuity Trust XVII u/a 2/28/14
Class B Common Stock	1,064	I	by Spouse

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COORS PETER H 1225 17TH STREET SUITE 3200 DENVER, CO 80202				Chairman of the Board

Signatures

Kathleen M. Kirchner, by Power of Attorney	05/28/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 697 shares of Class B common stock withheld in lieu of cash payment for applicable taxes in connection with the vesting of previously reported Restricted Stock Units issued to the reporting person on 5/26/11.

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.