

CONSTELLATION BRANDS, INC.

Form 4

August 08, 2005

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 *
MILLAR STEPHEN BRIAN

2. Issuer Name and Ticker or Trading Symbol
CONSTELLATION BRANDS, INC.
[STZ/STZ.B]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O CONSTELLATION BRANDS, INC., 370 WOODCLIFF DRIVE, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2005

____ Director
 Officer (give title below) CEO, Constellation Wines
____ 10% Owner
____ Other (specify below)

(Street)
FAIRPORT, NY 14450

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 08/04/2005 | | M | 50,000 A | \$ 11.7 | 52,296 ⁽¹⁾ | D |
| Class A Common Stock | 08/04/2005 | | S | 50,000 D | \$ 27.4259 | 2,296 ⁽¹⁾ | D |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| CHESS Depository Interests | (2) | | | | | (2) | (2) | Class A Common Stock |
| CHESS Depository Interests | (2) | | | | | (2) | (2) | Class A Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 11.7 | 08/04/2005 | | M | 50,000 | (4) | 04/08/2013 | Class A Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 11.7 | | | | | (5) | 04/08/2013 | Class A Common Stock |
| Incentive Stock Option (Right to Buy) | \$ 15.25 | | | | | (6) | 06/26/2013 | Class A Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 16.63 | | | | | (5) | 04/06/2014 | Class A Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 23.02 | | | | | (7) | 12/23/2014 | Class A Common Stock |
| Non-Qualified Stock Option (Right to Buy) | \$ 27.235 | | | | | 04/07/2009 ⁽⁸⁾ | 04/07/2015 | Class A Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
CEO, Constellation Wines

