

MOLSON COORS BREWING CO
 Form 4
 March 10, 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 *
WALKER SAMUEL D

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)
03/06/2014

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
Chief People & Legal Officer

DENVER, CO 80202

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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Class B Common Stock | 03/06/2014 | | S | 2,415 | D | \$ 57.48 | 45,559 | D | |
| Class B Common Stock | 03/06/2014 | | M | 26,762 | A | \$ 57.76 | 72,321 | D | |
| Class B Common Stock | 03/06/2014 | | F ⁽¹⁾ | 26,704 | D | \$ 58 | 45,617 | D | |
| Class B Common | 03/06/2014 | | S ⁽²⁾ | 58 | D | \$ 58 | 45,559 | D | |

Stock

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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Right | \$ 57.76 (3) | 03/06/2014 | | M(4) | 26,762 | (5) 05/15/2008 | Class B Common Stock 26,762 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER SAMUEL D 1225 17TH STREET SUITE 3200 DENVER, CO 80202 | | | Chief People & Legal Officer | |

Signatures

Kathleen M. Kirchner, by Power of Attorney 03/10/2014

**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).

- Represents (a) a deemed sale of 26,652 shares of Class B common stock to the issuer to cover the exercise price of the 26,762 stock only
- (1) stock appreciation rights (SOSARS) and (b) 52 shares of Class B common stock withheld in lieu of cash payment for applicable taxes in connection with the exercise of the SOSARS.
 - (2) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan previously adopted by the reporting person in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934.

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- (3) As adjusted to give effect to the 2-for-1 stock split that occurred on October 3, 2007.
- (4) The exercise of the SOSARS results in the expiration of the tandem employee stock options.
- (5) The SOSARS vested in full on the third 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. 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.