

MOLSON COORS BREWING CO
Form 4
November 19, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Molson Stephen Thomas

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)
11/16/2007

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

411 CLARKE AVENUE

(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

WESTMOUNT, A8 H3Y 3C3

(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 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	

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Sec (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Class B exchangeable shares of Molson Coors Canada Inc.	(1)	11/16/2007	J(2)	445,976	(2) (3)	(4)	(5)	Class B Common Stock
Class B exchangeable shares of Molson Coors Canada Inc.	(1)	11/16/2007	J(2)	445,976	(2) (3)	(4)	(5)	Class B Common Stock
Class B exchangeable shares of Molson Coors Canada Inc.	(1)					(4)	(5)	Class B Common Stock
Class B exchangeable shares of Molson Coors Canada Inc.	(1)					(4)	(5)	Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molson Stephen Thomas 411 CLARKE AVENUE WESTMOUNT, A8 H3Y 3C3		X		

Signatures

/s/ Stephen T. Molson 11/19/2007

**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) Exchangeable on a 1-for-1 basis for shares of the corresponding class of Molson Coors Brewing Company ("Molson Coors") common stock.
- (2)

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These shares were sold by 4280661 Canada Inc. ("4280661"), a wholly owned subsidiary of Pentland Securities (1981) Inc. ("Pentland"), to Nooya Investments Inc. ("Nooya"). Pentland is owned by Nooya and another shareholder, and Nooya is wholly owned by Stephen T. Molson. Mr. Molson had previously reported indirect ownership of all Class B exchangeable shares owned by 4280661, and the 445,976 shares sold by 4280661 to Nooya represent Mr. Molson's indirect pecuniary interest in such shares.

- (3) The share numbers reflect a 2-for-1 split of the Class B exchangeable shares of Molson Coors Canada Inc. and the Class B Common Stock of Molson Coors on October 3, 2007.
- (4) These shares are exchangeable at any time.
- (5) No expiration date, but redeemable by a subsidiary of Molson Coors at any time after February 9, 2045 for the corresponding class of Molson Coors Common Stock.

- The consideration for the shares consisted of (i) an unsecured promissory note and (ii) redeemable, retractable non-voting preferred shares in Nooya. The purchase price was denominated in Canadian dollars ("Cdn. \$") and is reported in U.S. dollars ("U.S. \$") based on the noon buying rate on November 15, 2007, in New York City for Canadian dollars, as reported by the Federal Reserve Bank of New York, of Cdn \$0.9804 = U.S. \$1.00.
- (6) The consideration for the shares consisted of (i) an unsecured promissory note and (ii) redeemable, retractable non-voting preferred shares in Nooya. The purchase price was denominated in Canadian dollars ("Cdn. \$") and is reported in U.S. dollars ("U.S. \$") based on the noon buying rate on November 15, 2007, in New York City for Canadian dollars, as reported by the Federal Reserve Bank of New York, of Cdn \$0.9804 = U.S. \$1.00.
 - (7) These shares were owned directly by 4280661.
 - (8) These shares are owned directly by Nooya.
 - (9) These shares are owned directly by Pentland. Mr. Molson disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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.