

WALKER SAMUEL D
Form 4
March 20, 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 *
WALKER SAMUEL D

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Global Chief Legal Officer

(Last) (First) (Middle)
C/O MOLSON COORS BREWING COMPANY, 1225 17TH STREET, SUITE 3200

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2006

(Street)
DENVER, CO 80202

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 03/16/2006 | | A ⁽¹⁾ | | 3,300 | A | \$ 0 4,710 |
| | | | | | | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 69.14 | 03/16/2006 | | A | 25,000 | 03/16/2007 ⁽²⁾ 03/16/2016 | Class B Common Stock 25,000 |
| Employee Stock Option (Right to Buy) | \$ 63.14 | | | | | 05/02/2006 ⁽²⁾ 05/02/2015 | Class B Common Stock 20,000 |
| Employee Stock Option (Right to Buy) | \$ 74.355 | | | | | ⁽³⁾ 03/15/2015 | Class B Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 65.32 | | | | | ⁽³⁾ 02/12/2004 | Class B Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 49.015 | | | | | ⁽³⁾ 02/13/2013 | Class B Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 68.99 | | | | | ⁽³⁾ 11/01/2012 | Class B Common Stock 20,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

WALKER SAMUEL D
C/O MOLSON COORS BREWING COMPANY
1225 17TH STREET, SUITE 3200
DENVER, CO 80202

Global Chief Legal Officer

Signatures

Laura L. McGee as agent for Samuel D.
Walker

03/20/2006

__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. Walker received a restricted stock grant, which vests in full on the third anniversary of the grant date.
- (2) This option vests in three equal annual increments beginning on the first anniversary of the grant date.
- (3) This option is fully vested and exercisable.

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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