

MOLSON COORS BREWING CO

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 5/19/2006 For Period Ending 5/18/2006

Address	P.O. BOX 4030, MAIL #NH375 GOLDEN, Colorado 80401
Telephone	303-277-3271
CIK	0000024545
Industry	Beverages (Alcoholic)
Sector	Consumer/Non-Cyclical
Fiscal Year	12/26

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FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Molson Eric Herbert	MOLSON COORS BREWING CO	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O MOLSON COORS BREWING COMPANY, 1225 17TH STREET, SUITE 3200	5/18/2006	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
DENVER, CO 80202		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D)	Price		
Class B Common Stock	5/18/2006		A	1500	\$0.00 (1)	3000	D
Class B Common Stock						234	I by Pentland Securities (1981) Inc. (2)
Class A Common Stock						126	I by Pentland Securities (1981) Inc. (2)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Class A Exchangeable Shares of Molson Coors Canada Inc.	(3)					(4) (5)	Class A Common Stock 928612		928612	I	by Pentland Securities (1981) Inc. (2)
Class A Exchangeable Shares of Molson Coors Canada Inc.	(3)					(4) (5)	Class A Common Stock 333529		333529	I	by 4280661 Canada Inc (6)
Class B							Class B				by Pentland

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Exchangeable Shares of Molson Coors Canada Inc.	(3)							(4)	(5)	Common Stock	1724566		1724566	I	Securities (1981) Inc. (2)
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)							(4)	(5)	Class B Common Stock	619411		619411	I	by 4280661 Canada Inc. (6)
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)							(4)	(5)	Class B Common Stock	35640		35640	I	by Lincolnshire Holdings Limited (7)
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)							(4)	(5)	Class B Common Stock	45194		45194	I	by 4198832 Canada Inc. (8) (9) (10)

Explanation of Responses:

- (1) Mr. Molson received a grant of restricted stock as director compensation. The shares vest in full on the third anniversary of the grant date.
- (2) These shares are owned by Pentland Securities (1981) Inc., which is owned in part by Lincolnshire Holdings Limited which is wholly owned by Mr. Molson. Mr. Molson disclaims beneficial ownership of these shares.
- (3) The shares are exchangeable on a 1-for-1 basis for shares of the corresponding class of Molson Coors Brewing Company common stock.
- (4) These shares are exchangeable at any time.
- (5) There is no expiration date.
- (6) These shares are owned by 4280661 Canada Inc., a wholly owned subsidiary of Pentland Securities (1981) Inc. Mr. Molson disclaims beneficial ownership of these shares.
- (7) These shares are owned by Lincolnshire Holdings Limited, which is wholly owned by Mr. Molson.
- (8) These shares are owned by 4198832 Canada Inc., a wholly owned subsidiary of Lincolnshire Holdings Limited.
- (9) Effective January 1, 2006, Mr. Molson resigned as a Trustee of the Thomas Henry Pentland Molson Trust and thus no longer has a reportable beneficial interest in 7,720 and 6,964 shares of Class A Exchangeable Shares of Molson Coors Canada Inc., which were formerly reported as owned indirectly by DJS Holdings Ltd and BAX Investments Ltd, respectively.
- (10) Effective January 1, 2006, Mr. Molson resigned as a Trustee of the Thomas Henry Pentland Molson Trust and thus no longer has a reportable beneficial interest in 143,698 and 145,092 shares of Class B Exchangeable Shares of Molson Coors Canada Inc., which were formerly reported as owned indirectly by 6339522 Canada Inc., and 6339549 Canada Inc., respectively.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Molson Eric Herbert C/O MOLSON COORS BREWING COMPANY 1225 17TH STREET, SUITE 3200 DENVER, CO 80202	X	X		

Signatures

Laura L. McGee as agent for Eric H. Molson

5/19/2006

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.

LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

I, Eric H. Molson , the undersigned, do hereby make, constitute and appoint SAMUEL D. WALKER and LAURA L. MCGEE, each acting individually, as my true and lawful attorney-in-fact, with full power and authority as described herein, on behalf of and in my name, place and stead to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of Molson Coors Brewing Company, a Delaware corporation (the "Company"), or as such company may be domesticated hereafter, with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as my representative and on my behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and I hereby authorize any such person to release any such information to the attorney-in-fact and approve and ratify any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for me and on my behalf in connection with the foregoing.

I further acknowledge that:

- (1) this Power of Attorney authorizes, but does not require, the attorney-in-fact to act in his/her discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) Any documents prepared and/or executed by the attorney-in-fact on my behalf pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his/her discretion, deems necessary or desirable;
- (3) neither the Company nor the attorney-in-fact assumes (i) any liability for the my responsibility to comply with the requirements of the Exchange Act, or (ii) any obligation or liability of mine for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve me from responsibility for compliance with my obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

I, the undersigned, do hereby give and grant the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that the attorney-in-fact of, me and on my behalf, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by me in a signed writing delivered to the attorney-in-fact.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 19th day of September, 2005.

/s/ Eric H. Molson
Signature

Eric H. Molson

Print Name

PROVINCE OF Quebec)
)
COUNTY OF Canada)
On this 19 day of September 2005, Eric H. Molson

personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Marie-France Deragon

Notary Public

My Commission Expires: August 19, 2008