

MOLSON COORS BREWING CO
 Form 4
 May 19, 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 *
 Molson Eric Herbert

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)

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

C/O MOLSON COORS BREWING COMPANY, 1225 17TH STREET, SUITE 3200

05/18/2006

(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

DENVER, CO 80202

(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)
				(A) or (D)	Price		
Class B Common Stock	05/18/2006		A	1,500	A \$ 0 (1)	3,000	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)

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 Securities (Instr. 3 and 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	928,612
Class A Exchangeable Shares of Molson Coors Canada Inc.	(3)					(4)	(5)	Class A Common Stock	333,529
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)					(4)	(5)	Class B Common Stock	1,724,566
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)					(4)	(5)	Class B Common Stock	619,411
Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)					(4)	(5)	Class B Common Stock	35,640

Class B Exchangeable Shares of Molson Coors Canada Inc.	(3)	(4)	(5)	Class B Common Stock	45,194
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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	05/19/2006
**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. 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.
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.
 - (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 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.
 - (10)

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.