

MONDAVI ROBERT MICHAEL

Form 4

December 27, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONDAVI ROBERT MICHAEL

(Last) (First) (Middle)

841 LATOUR COURT

(Street)

NAPA, CA 94558

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MONDAVI ROBERT CORP [mond]

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

12/20/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/20/2004		G ⁽¹⁾	2,775 D \$ 56.32	74,525	D	
Class A Common Stock	12/22/2004		J ⁽²⁾	74,525 D \$ 56.5 0		D	

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

**Persons who respond to the collection of
information contained in this form are not
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(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 of Underlying Shares
Class B Common	(3)	12/22/2004		J(2)	1,493,529	12/22/2004	12/22/2004	Class A Common	1,493,529
Restricted Stock	\$ 0	12/22/2004		J(2)	3,450 (6)	(4)	(4)	Common Stock	3,450
Stock Options	(5)	12/22/2004		J(2)	322,267 (7)	(4)	(4)	Common stock	322,267

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONDAVI ROBERT MICHAEL 841 LATOUR COURT NAPA, CA 94558			X	

Signatures

R.Michael Mondavi/by M.Beyer,
Attny-in-fact/rmy
12/27/2004

**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) Gifted 375 shares to 7 individuals and 50 shares to 3 individuals.
- (2) Cash merger with Constellation Brands, Inc.
- (3) 1-for-1
- (4) Options vest at various rates as issued on grant date(s) and are exercisable for 10 years from such date(s), subject to earlier termination in certain circumstances by terms of the employee stock option plan.
- (5) Options issued at various prices.
- (6) 5,000 units granted. 1,550 units forfeited.
- (7) 49,538 unvested options cancelled at termination of employment.

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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