

MOLSON COORS BREWING CO

Form 4

November 19, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lincolnshire Holdings LTD

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)

335 8TH AVENUE S.W., SUITE
700

(Street)

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

11/16/2007

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

CALGARY, A0 T2P 1C9

(City) (State) (Zip)

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

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)
			Code	V	Amount	(D)	Price

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
required to respond unless the form
displays a currently valid OMB control
number.**

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
---------------------------	---------------	---	----------------------------------	----------------	---------------------------------------	--	--

Edgar Filing: MOLSON COORS BREWING CO - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Class B exchangeable shares of Molson Coors Canada Inc	(1)	11/16/2007	J(2)			798,846 (2) (3)	(4)	(5)	Class B Common Stock	
Class B exchangeable shares of Molson Coors Canada Inc	(1)	11/16/2007	J(2)		792,846 (2) (3)		(4)	(5)	Class B Common Stock	
Class B exchangeable shares of Molson Coors Canada Inc	(1)						(4)	(5)	Class B Common Stock	3
Class B exchangeable shares of Molson Coors Canada Inc	(1)						(4)	(5)	Class B Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lincolnshire Holdings LTD 335 8TH AVENUE S.W., SUITE 700 CALGARY, A0 T2P 1C9		X		

Signatures

/s/ Eric H. Molson,
President

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)

Edgar Filing: MOLSON COORS BREWING CO - Form 4

These shares were sold by 4280661 Canada Inc. ("4280661"), a wholly owned subsidiary of Pentland Securities (1981) Inc. ("Pentland"), to 4198832 Canada Inc. ("4198832"), a wholly owned subsidiary of Lincolnshire Holdings Limited ("Lincolnshire"). Pentland is owned by Lincolnshire and another shareholder. Lincolnshire had previously reported indirect ownership of all Class B exchangeable shares owned by 4280661, and the 792,846 shares sold by 4280661 to Lincolnshire represent Lincolnshire's 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.

- (6) The consideration for the shares consisted of (i) an unsecured promissory note and (ii) redeemable, retractable non-voting preferred shares of 4198832. 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 4198832.
- (9) These shares are owned directly by Pentland. Lincolnshire disclaims beneficial ownership of these shares except to the extent of its 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.