

CONSTELLATION BRANDS, INC.

Form 4

February 22, 2011

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 *
WILSON W KEITH

(Last) (First) (Middle)

C/O CONSTELLATION BRANDS, INC., 207 HIGH POINT DR., BLDG. 100

(Street)

VICTOR, NY 14564

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**CONSTELLATION BRANDS, INC.
[STZ/STZ.B]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2011

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Exec VP & Chief HR/Admin Ofcr

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	02/17/2011		C	54,693	A	\$ 0	99,270 D
Class A Common Stock	02/17/2011		S	54,693	D	\$ 21	44,577 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 Underlying (Instr. 3 and 4)
Non-qualified Stock Option (right to buy)	\$ 11.85	02/17/2011		M	54,693	04/06/2010 ⁽¹⁾ 04/06/2019	Class A Common Stock
Class 1 (convertible) Common Stock	<u>(2)</u>	02/17/2011		M	54,693	<u>(2)</u> <u>(2)</u>	Class A Common Stock
Class 1 (convertible) Common Stock	<u>(2)</u>	02/17/2011		C	54,693	<u>(2)</u> <u>(2)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON W KEITH C/O CONSTELLATION BRANDS, INC. 207 HIGH POINT DR., BLDG. 100 VICTOR, NY 14564			Exec VP & Chief HR/Admin Ofcr	

Signatures

H. Elaine Ziakas for W. Keith
Wilson
02/22/2011

__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) This option becomes exercisable at the rate of 25% per year beginning on the date specified.
- (2) Shares of Class 1 Common Stock are convertible into shares of Class A Common Stock of the Issuer on a one-to-one basis in connection with the holder's sale of the shares of Class A Common Stock received upon the conversion. Class 1 Common Stock is not traded on any

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stock exchange.

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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