

CONSTELLATION BRANDS, INC.

Form 4

December 28, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDS ROBERT

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

C/O CONSTELLATION BRANDS,
INC., 370 WOODCLIFF DRIVE,
SUITE 300

(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

FAIRPORT, NY 14450

(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 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.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 a Underlyi (Instr. 3 a
				Code V	(A) (D)	Date Exercisable Expiration Date Date	Title
Non-Qualified Stock Option (right to buy)	\$ 22.08	12/27/2007		A ⁽¹⁾	4,384	07/26/2008 ⁽²⁾ 07/26/2017	Class Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 22.27	12/27/2007		A ⁽³⁾	16,250	04/18/2008 ⁽²⁾ 04/18/2017	Class Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 22.08	12/27/2007		D ⁽¹⁾	4,384	07/26/2008 ⁽²⁾ 07/26/2017	Class Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 22.27	12/27/2007		D ⁽³⁾	16,250	04/18/2008 ⁽²⁾ 04/18/2017	Class Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDS ROBERT C/O CONSTELLATION BRANDS, INC. 370 WOODCLIFF DRIVE, SUITE 300 FAIRPORT, NY 14450	X	X	President and CEO	

Signatures

By: H. Elaine Ziakas For: Robert
Sands 12/27/2007

__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) The two reported transactions reflect the amendment of an outstanding option. The amendment may, for Section 16 purposes, have resulted in a deemed cancellation of the "old" option and the grant of a replacement option. The option originally was exercisable for shares of Class A Common Stock and is currently exercisable for shares of Class 1 Common Stock. No other terms of the option were amended.
- (2) This option becomes exercisable at the rate of 25% per year beginning on the date specified.
- (3) These two reported transactions reflect the amendment of an outstanding option. The amendment may, for Section 16 purposes, have resulted in a deemed cancellation of the "old" option and the grant of a replacement option. The option originally was exercisable for shares of Class A Common Stock and is currently exercisable for shares of Class 1 Common Stock. No other terms of the option were

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amended.

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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