

BENNETT ABIGAIL J
 Form 4
 April 13, 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 *
 BENNETT ABIGAIL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

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

VICTOR, NY 14564

(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 | (A) or (D) | Price | | | | |
| Class A Common Stock | 04/11/2011 | | J ⁽¹⁾ | | 2,333,902 | A | (1) | 2,333,902 | (2) | I | by Partnership (2) |
| Class A Common Stock | 04/11/2011 | | J ⁽³⁾ | | 2,333,902 | A | (3) | 2,333,902 | (4) | I | by Partnership (4) |
| Class A Common Stock | | | | | | | | 107,403 | | D | |

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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 Number of Shares |
| Class B (convertible) Common Stock | (5) | 04/11/2011 | | J(1) | 619,892 | (5) (5) | Class A Common Stock 619,892 |
| Class B (convertible) Common Stock | (5) | 04/11/2011 | | J(3) | 619,892 | (5) (5) | Class A Common Stock 619,892 |
| Class B (convertible) Common Stock | (5) | | | | | (5) (5) | Class A Common Stock 5,300,000 |
| Class B (convertible) Common Stock | (5) | | | | | (5) (5) | Class A Common Stock 5,300,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BENNETT ABIGAIL J
C/O CONSTELLATION BRANDS, INC.
207 HIGH POINT DR., BLDG. 100
VICTOR, NY 14564

X

Signatures

H. Elaine Ziakas for Abigail J.
Bennett

04/13/2011

__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).

Reflects the entry into Purchase Agreements on 4/11/2011 (i) between Richard Sands and the JS Family Trust u/a dated 4/7/2011 pursuant to which such trust agreed to purchase from Richard Sands his 100% membership interest (the "SER LLC Interest") in SER Business Management LLC ("SER Management"), and (ii) between Richard Sands and the JS Descendants' Trust u/a dated 3/25/2011 pursuant to which such trust agreed to purchase from Richard Sands his 99.984% limited partnership interest (the "SER LP Interest") in SER Business Holdings LP ("SER Holdings"). The purchase price for the SER LLC Interest is the fair market value of the SER LLC Interest as of 4/10/2011 as determined by an independent appraiser. The purchase price for the SER LP Interest is the fair market value of the SER LP Interest as of 4/11/2011 as determined by an independent appraiser, plus an interest component.

Held by SER Holdings. SER Holdings has held 2,333,902 shares of Class A Common Stock and 619,892 shares of Class B Common Stock since 1/28/11, the ownership of which is not affected by the reported transactions. SER Management is the sole general partner of SER Holdings, holding a .016% general partnership interest, and the reporting person is the sole non-member manager of SER Management. The reporting person disclaims beneficial ownership of the shares held by SER Holdings except to the extent of her interest as a contingent remainder beneficiary of the JS Family Trust and the JS Descendants' Trust, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.

Reflects the entry into Purchase Agreements on 4/11/2011 (i) between Robert Sands and the NS Family Trust u/a dated 4/7/2011 pursuant to which such trust agreed to purchase from Robert Sands his 100% membership interest (the "SSR LLC Interest") in SSR Business Management LLC ("SSR Management"), and (ii) between Robert Sands and the NS Descendants' Trust u/a dated 4/7/2011 pursuant to which such trust agreed to purchase from Robert Sands his 99.984% limited partnership interest (the "SSR LP Interest") in SSR Business Holdings LP ("SSR Holdings"). The purchase price for the SSR LLC Interest is the fair market value of the SSR LLC Interest as of 4/10/2011 as determined by an independent appraiser. The purchase price for the SSR LP Interest is the fair market value of the SSR LP Interest as of 4/11/2011 as determined by an independent appraiser, plus an interest component.

Held by SSR Holdings. SSR Holdings has held 2,333,902 shares of Class A Common Stock and 619,892 shares of Class B Common Stock since 1/28/11, the ownership of which is not affected by the reported transactions. SSR management is the sole general partner of SSR Holdings, holding a .016% general partnership interest, and the reporting person is the sole non-member manager of SSR Management. The reporting person disclaims beneficial ownership of the shares held by SSR Holdings except to the extent of her interest as a contingent remainder beneficiary of the NS Family Trust and the NS Descendants' Trust, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.

Shares of Class B Common Stock are convertible into shares of Class A Common Stock of the Issuer on a one-to-one basis at any time at the option of the holder. The ticker symbol for Class B Common Stock is STZ.B.

Held by RES Business Holdings LP, a limited partnership ("RES Holdings"). RES Business Management LLC ("RES Management") is the sole general partner of RES Holdings, holding a .01% general partnership interest, and the reporting person is the sole non-member manager of RES Management. The reporting person disclaims beneficial ownership of the shares held by RES Holdings except to the extent of her interest as a contingent remainder beneficiary of the Jennifer Sands Family Trust u/a dated 4/2/2009 (which holds a 100% membership interest in RES Management) and the Jennifer Sands Descendants' Trust u/a dated 4/6/2009 (which holds a 99.99% limited partnership interest in RES Holdings), and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.

Held by RSS Business Holdings LP, a limited partnership ("RSS Holdings"). RSS Business Management LLC ("RSS Management") is the sole general partner of RSS Holdings, holding a .01% general partnership interest, and the reporting person is the sole non-member manager of RSS Management. The reporting person disclaims beneficial ownership of the shares held by RSS Holdings except to the extent of her interest as a contingent remainder beneficiary of the Nancy Sands Family Trust u/a dated 4/9/2009 (which holds a 100% membership interest in RSS Management) and the Nancy Sands Descendants' Trust u/a dated 4/9/2009 (which holds a 99.99% limited partnership interest in RSS Holdings), and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.

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.