

CONSTELLATION BRANDS, INC.
 Form 4
 April 02, 2015

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 *
CWC PARTNERSHIP I

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 DRIVE, BUILDING 100

03/31/2015

(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

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 | 03/31/2015 | | J ⁽¹⁾ | | 768 ⁽²⁾ | D | \$ 0 768 ⁽²⁾ | I | by MLR&R ⁽³⁾ |
| Class A Common Stock | 04/01/2015 | | J ⁽⁴⁾ | | 471,608 ⁽²⁾ | D | \$ 0 0 | D | |
| Class A Common Stock | 04/01/2015 | | J ⁽⁴⁾ | | 768 ⁽²⁾ | D | \$ 0 0 | I | by MLR&R ⁽³⁾ |

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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 Shares |
| Class B (convertible) Common Stock | (5) | 03/31/2015 | | J(1) | 667,368 (2) | (5) (5) | (5) (5) | Class A Common Stock | 667, |
| Class B (convertible) Common Stock | (5) | 04/01/2015 | | J(4) | 5,431,712 (2) | (5) (5) | (5) (5) | Class A Common Stock | 5,431 |
| Class B (convertible) Common Stock | (5) | 04/01/2015 | | J(4) | 667,368 (2) | (5) (5) | (5) (5) | Class A Common Stock | 667, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CWC PARTNERSHIP I
C/O CONSTELLATION BRANDS, INC.
207 HIGH POINT DRIVE, BUILDING 100
VICTOR, NY 14564

X

Signatures

/s/ Richard Sands for CWC Partnership I

04/01/2015

**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) On March 31, 2015, CWC Partnership I distributed a portion of its interest (.02% in the aggregate) in MLR&R (defined below) to certain general partners of CWC Partnership I.
- (2) Share amounts have been adjusted for stock splits.
- (3) M,L,R&R ("MLR&R") is a general partnership of which the reporting person is a general partner.
On April 1, 2015, all of the general partner interests in CWC Partnership I were contributed to a newly-formed limited partnership ("New LP"), and CWC Partnership I was dissolved. Consequently, the shares of Class A Common Stock and Class B Common Stock held, directly and indirectly, by CWC Partnership I were distributed to the New LP.
- (5) 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.

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.