

CONSTELLATION BRANDS, INC.

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 *
SANDS ROBERT

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

President & CEO

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	D	<u>(1)</u>
Class A Common Stock					904,652	D	
Class A Common Stock					28,792 ⁽²⁾	I	by Spouse

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Class A Common Stock	80,928 <u>(2)</u>	I	by LES Holdings LLC <u>(3)</u>
Class A Common Stock	73,800 <u>(2)</u>	I	by MES Holdings LLC <u>(4)</u>
Class A Common Stock	1,447,812 <u>(5)</u>	I	by Partnership <u>(6)</u>
Class A Common Stock	471,608 <u>(5)</u>	I	by Partnership <u>(7)</u>
Class A Common Stock	768 <u>(5)</u>	I	by Partnership <u>(8)</u>

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 of Number of Shares
Class B (convertible) Common Stock	<u>(9)</u>	04/11/2011		J ⁽¹⁾	619,892	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	619,892
Class B (convertible) Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	1,350,000
Class B (convertible) Common Stock	<u>(9)</u>					<u>(9)</u>	<u>(9)</u>	Class A Common Stock	5,431,700

Class B (convertible) Common Stock	<u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	667,363
Class B (convertible) Common Stock	<u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	563,630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDS ROBERT C/O CONSTELLATION BRANDS, INC. 207 HIGH POINT DR., BLDG. 100 VICTOR, NY 14564	X	X	President & CEO	

Signatures

H. Elaine Ziakas for Robert Sands 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).
- (1) These shares are held by SSR Business Holdings LP ("Holdings"). 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 "LLC Interest") in SSR Business Management LLC ("Management"), the sole general partner of Holdings, 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 ("LP Interest") in Holdings. The purchase price for the LLC Interest is the fair market value of the LLC Interest as of 4/10/2011 as determined by an independent appraiser. The purchase price for the LP Interest is the fair market value of the LP Interest as of 4/11/2011 as determined by an independent appraiser, plus an interest component. These transactions did not affect Holdings' ownership of the reported shares.
 - (2) The reporting person disclaims beneficial ownership with respect to securities held in this manner, 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.
 - (3) LES Holdings LLC is a limited liability company of which the reporting person is the general manager.
 - (4) MES Holdings LLC is a limited liability company of which the reporting person is the general manager.
 - (5) Except to the extent that the reporting person has a direct or indirect pecuniary interest in securities owned by the applicable trust, partnership or limited liability company, the reporting person disclaims beneficial ownership with respect to securities held in this manner. 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.
 - (6) Held by CWC Partnership II, a general partnership of which the reporting person is a trustee of the managing partner and in which he has a pecuniary interest.
 - (7) Held by CWC Partnership I, a general partnership of which the reporting person is a managing partner and in which he has a pecuniary interest.
 - (8) Held by M, L, R & R ("MLR&R"), a general partnership of which the reporting person is a general partner and in which he has a pecuniary interest. The reporting person is a beneficiary and trustee of The Marvin Sands Master Trust, which is also a partner in

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MLR&R.

- (9) 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.
- (10) Held by the Robert Sands Children's Trust, for which the reporting person serves as trustee.

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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