

No. 333-

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CONSTELLATION BRANDS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

16-0716709
(I.R.S. Employer
Identification No.)

**370 Woodcliff Drive, Suite 300,
Fairport, New York**
(Address of Principal Executive Offices)

14450
(Zip Code)

CONSTELLATION BRANDS, INC. LONG-TERM STOCK INCENTIVE PLAN
(Full title of the Plan)

Thomas J. Mullin, Esq.
Executive Vice President and General Counsel
Constellation Brands, Inc.
370 Woodcliff Drive, Suite 300
Fairport, New York 14450
(585) 218-3600
(Name, address, and telephone
number, including area code, of agent for service)

Copy to:
James A. Locke III, Esq.
Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604
(585) 263-1000

CALCULATION OF REGISTRATION FEE

Title of Securities to be <u>Registered (1)</u>	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of <u>Registration Fee</u>
Class A	3,219,356	\$27.235	\$87,679,160.66	\$9,381.67
Common Stock,	73,860	\$30.52	\$2,254,207.20	\$241.20
par value \$.01	12,515	\$27.96	\$349,919.40	\$37.44
per share	65,900	\$24.92	\$1,642,228.00	\$175.72
	32,450	\$26.22	\$850,839.00	\$91.04
	50,000	\$26.15	\$1,307,500.00	\$139.90
	20,545,919	\$25.53 (3)	\$524,537,312.07	\$56,125.49
<i>Total</i>	<u>24,000,000</u>		<u>\$618,621,166.33</u>	<u>\$66,192.46</u>

- (1) Pursuant to Rule 416(b) under the Securities Act of 1933, this registration statement covers such additional shares of Class A Common Stock as may be issuable pursuant to anti-dilution provisions of the Plan.
- (2) Inserted solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1).
- (3) As instructed by Rule 457(h)(1) and estimated in accordance with Rule 457(c), based upon the average of the high and low prices for the Registrant's Class A Common Stock on the New York Stock Exchange reported as of February 22, 2006.

EXPLANATORY NOTE

Constellation Brands, Inc. (formerly known as Canandaigua Brands, Inc. and Canandaigua Wine Company, Inc.) (the "Company") filed a Registration Statement on Form S-8 on November 22, 1994 (Reg. No. 33-56557), Post-Effective Amendment No. 1 to such Registration Statement on November 29, 1994, and a Registration Statement on Form S-8 on October 4, 1999 (Reg. No. 333-88391) (collectively, the "Prior Registration Statements") relating to the registration of shares of the Company's Class A Common Stock.

On September 1, 1997, the Company changed its name from Canandaigua Wine Company, Inc. to Canandaigua Brands, Inc. and on September 19, 2000, the Company changed its name from Canandaigua Brands, Inc. to Constellation Brands, Inc. Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (the "Registration Statement") registers an additional 24,000,000 shares of the Company's Class A Common Stock which may be acquired under the Company's Long-Term Stock Incentive Plan.

The contents of the Prior Registration Statements are incorporated herein by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

James A. Locke III, Esq. serves as a member of the Board of Directors of the Registrant. Mr. Locke is a partner in the law firm Nixon Peabody LLP, which firm has rendered an opinion regarding the legality of the securities offered by this Registration Statement. As a member of the Company's Board of Directors, Mr. Locke is eligible to receive awards under the Plan. Mr. Locke presently owns, and has options to acquire, securities of the Company.

Certain attorneys of Nixon Peabody LLP may also own shares of the Class A Common Stock of the Company. A copy of the opinion of Nixon Peabody LLP is attached hereto as Exhibit 5.

Item 6. Indemnification of Directors and Officers.

The General Corporation Law of Delaware (Section 102) allows a corporation to eliminate the personal liability of directors of a corporation to the corporation or to any of its stockholders for monetary damage for a breach of his/her fiduciary duty as a director, except in the case where the director breached his/her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. The Restated Certificate of

Incorporation of the Registrant contains a provision which eliminates directors' personal liability as set forth above.

The General Corporation Law of Delaware (Section 145) gives Delaware corporations broad powers to indemnify their present and former directors and officers and those of affiliated corporations against expenses incurred in the defense of any lawsuit to which they are made parties by reason of being or having been such directors or officers, subject to specified conditions and exclusions; gives a director or officer who successfully defends an action the right to be so indemnified; and authorizes the Registrant to buy directors' and officers' liability insurance. Such indemnification is not exclusive of any other right to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or otherwise.

The Registrant's Restated Certificate of Incorporation provides for indemnification to the fullest extent authorized by Section 145 of the General Corporation Law of Delaware for directors, officers and employees of the Registrant and also to persons who are serving at the request of the Registrant as directors, officers or employees of other corporations (including subsidiaries); provided that, with respect to proceedings initiated by such indemnitee, indemnification shall be provided only if such proceedings were authorized by the Board of Directors. The right of indemnification is not exclusive of any other right which any person may acquire under any statute, bylaw, agreement, contract, vote of stockholders or otherwise.

The Registrant maintains a directors' and officers' liability insurance and corporate reimbursement policy insuring directors and officers against loss arising from claims made arising out of the performance of their duties.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
5	Opinion of Nixon Peabody LLP	Filed Herewith
10.1	Long-Term Stock Incentive Plan, which amends and restates the Canandaigua Wine Company, Inc. Stock Option and Stock Appreciation Right Plan	Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 31, 1997 and incorporated herein by reference *
10.2	Amendment Number One to the Company's Long-Term Stock Incentive Plan	Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 1997 and incorporated herein by reference *

10.3	Amendment Number Two to the Company's Long-Term Stock Incentive Plan	Filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 1999 and incorporated herein by reference*
10.4	Amendment Number Three to the Company's Long-Term Stock Incentive Plan	Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2000 and incorporated herein by reference *
10.5	Amendment Number Four to the Company's Long-Term Stock Incentive Plan	Filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2001 and incorporated herein by reference
10.6	Amendment Number Five to the Company's Long-Term Stock Incentive Plan	Filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2004 and incorporated herein by reference
10.7	Amendment Number Six to the Company's Long-Term Stock Incentive Plan	Filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 2004 and incorporated herein by reference
23.1	Consent of Nixon Peabody LLP	Contained in opinion filed as Exhibit 5 to this Registration Statement
23.2	Consent of KPMG LLP, independent accountants	Filed Herewith
24	Power of Attorney	Included on the signature page to this Registration Statement

* The Company's Commission File No. is 001-08495. For filings prior to October 4, 1999, use Commission File No. 000-07570.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Perinton, State of New York, on the 27th day of February, 2006.

CONSTELLATION BRANDS, INC.

By: /s/ Richard Sands
Richard Sands
Chairman of the Board and
Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Richard Sands, Robert Sands and Thomas S. Summer, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to the Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>/s/ Richard Sands</u> Richard Sands	Director, Chairman of the Board and Chief Executive Officer (principal executive officer)	February 27, 2006
<u>/s/ Thomas S. Summer</u> Thomas S. Summer	Executive Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)	February 27, 2006
<u>/s/ Jeananne K. Hauswald</u> Jeananne K. Hauswald	Director	February 27, 2006
<u>/s/ James A. Locke III</u> James A. Locke III	Director	February 27, 2006
<u>/s/ Thomas C. McDermott</u> Thomas C. McDermott	Director	February 27, 2006
<u>/s/ Robert Sands</u> Robert Sands	Director	February 27, 2006
<u>/s/ Paul L. Smith</u> Paul L. Smith	Director	February 27, 2006

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[LOGO]
NIXON PEABODY LLP
ATTORNEYS AT LAW

Clinton Square
Post Office Box 31051
Rochester, New York 14603-1051
Fax: (585) 263-1600
Direct Dial: (585) 263-1000

February 27, 2006

Constellation Brands, Inc.
370 Woodcliff Drive, Suite 300
Fairport, New York 14450

Ladies and Gentlemen:

We have acted as counsel to Constellation Brands, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company on February 27, 2006 with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), for the purpose of registering with the Commission the issuance and sale of an additional 24,000,000 shares of the Class A Common Stock of the Company, par value \$.01 per share (the “Common Stock”), issuable pursuant to the Company’s Long-Term Stock Incentive Plan (as amended to date, the “Plan”).

This opinion is being delivered to you in connection with the Registration Statement.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of all such records of the Company and all such agreements, certificates of officers or other representatives of the Company, and such other documents, certificates and corporate or other records as we have deemed necessary or appropriate as a basis for the opinions set forth herein, including (i) the Certificate of Incorporation of the Company, as amended to the date hereof, (ii) the By-Laws of the Company, as amended to the date hereof, (iii) the Plan and (iv) certain resolutions of the Board of Directors of the Company authorizing the issuance of 12,000,000 shares (24,000,000 shares after a 2:1 split) under the Plan.

As to questions of fact material to our opinions expressed herein, we have, when relevant facts were not independently established, relied upon certificates of, and information received from, the Company and/or representatives of the Company. We have made no independent investigation of the facts stated in such certificates or as to any information received from the Company and/or representatives of the Company and do not opine as to the accuracy of such factual matters.

Members of our firm involved in the preparation of this opinion are licensed to practice law in the State of New York and we do not purport to be experts on, or to express any opinion herein concerning, the laws of any jurisdiction other than the laws of the State of New York and the General Corporation Law of the State of Delaware.

NIXON PEABODY LLP

Constellation Brands, Inc.
February 27, 2006
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Based upon and subject to the foregoing, and the other qualifications and limitations contained herein, and after (a) the above-referenced Registration Statement has become effective under the Act and assuming that such effectiveness remains in effect throughout the period during which shares of Common Stock are offered and sold pursuant to the Plan, (b) the shares of Common Stock to be offered and sold pursuant to the Plan have, if required, been duly qualified or registered, as the case may be, for sale under applicable state securities laws and all applicable securities laws are complied with, (c) all necessary action by the Board of Directors or Human Resources Committee of the Board of Directors of the Company shall have been taken to duly authorize the offer, issuance and sale of Common Stock to be offered and sold pursuant to the Plan, and (d) the shares of Common Stock to be issued pursuant to the Plan have been delivered pursuant to and in accordance with the terms of the Plan and related agreements and instruments, we are of the opinion that the 24,000,000 shares of Common Stock to be offered and sold pursuant to the Plan will have been duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

This opinion is intended solely for your benefit in connection with the transactions described above and, except as provided in the immediately preceding paragraph, may not be otherwise communicated to, reproduced, filed publicly or relied upon by, any other person or entity for any other purpose without our express prior written consent. This opinion is limited to the matters stated herein, and no opinion or belief is implied or may be inferred beyond the matters expressly stated herein. The opinions expressed herein are rendered as of the date hereof, and we disclaim any undertaking to advise you of changes in law or fact which may affect the continued correctness of any of our opinions as of a later date.

We wish to advise you that James A. Locke III, a partner of this firm and a member of the Company's Board of Directors, owns shares of the Company's Common Stock and other securities and, as a director, is eligible to receive awards under the Plan. Other attorneys with Nixon Peabody LLP may own shares of the Company's Common Stock.

Very truly yours,

/s/ Nixon Peabody LLP

Consent of Independent Registered Public Accounting Firm

Board of Directors
Constellation Brands, Inc.

We consent to the incorporation by reference in this registration statement on Form S-8 of Constellation Brands, Inc. of our report dated May 16, 2005, with respect to the consolidated balance sheets of Constellation Brands, Inc. and subsidiaries as of February 28, 2005 and February 29, 2004, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended February 28, 2005, and management's assessment of the effectiveness of internal control over financial reporting as of February 28, 2005, and the effectiveness of internal control over financial reporting as of February 28, 2005, which reports appear in the February 28, 2005 annual report on Form 10-K of Constellation Brands, Inc.

Our report, dated May 16, 2005, on management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, as of February 28, 2005, contains an explanatory paragraph that states that Constellation Brands, Inc. acquired The Robert Mondavi Corporation on December 22, 2004, and management excluded from its assessment of the effectiveness of Constellation Brands, Inc.'s internal control over financial reporting as of February 28, 2005, The Robert Mondavi Corporation's internal control over financial reporting associated with assets, net sales and income before income taxes comprising 23.6%, 2.1% and 0.6% of the consolidated total assets, net sales and income before income taxes of the Company as of and for the year ended February 28, 2005. Our audit of internal control over financial reporting of Constellation Brands, Inc. also excluded an evaluation of the internal control over financial reporting of The Robert Mondavi Corporation.

/s/ KPMG LLP

Rochester, New York
February 27, 2006