SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	- Hame and Hadrood of Hoporting Foreon		2. Issuer Name and Ticker or Trading Symbol <u>CONSTELLATION BRANDS, INC.</u> [STZ]		tionship of Reporting Pers all applicable) Director	son(s) to Issuer 10% Owner						
(Last) C/O CONSTE	(First)	(Middle) NDS, INC.	3. Date of Earliest Transaction (Month/Day/Year) 11/21/2022	x	Officer (give title below) EVP & Pre	Other (specify below)						
207 HIGH PO (Street) VICTOR (City)	VICTOR NY 14564		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person								
		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

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. Transac Code (Ir 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	11/21/2022		С		4,165	A	(1)	32,117	D	
Class A Common Stock	11/21/2022		S		4,165	D	\$250.2349	27,102	D	
Class A Common Stock								3,242	Ι	by Family Trust ⁽²⁾⁽³⁾

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

Derivative Conversion Date		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		L
Non-Qualified Stock Option (right to buy)	\$79.61	11/21/2022		М			4,165	(4)	04/28/2024	Class 1 (convertible) Common Stock	4,165	\$0	0	D	
Class 1 (convertible) Common Stock	(5)	11/21/2022		М		4,165		(5)	(5)	Class A Common Stock	4,165	\$79.61	4,165	D	
Class 1 (convertible) Common Stock	(5)	11/21/2022		С			4,165	(5)	(5)	Class A Common Stock	4,165	\$0	0	D	

Explanation of Responses:

1. The reported shares of Class A Common Stock were received upon the conversion of shares of Class 1 Common Stock on a one-to-one basis.

2. Held by the James A., Jr. and Brooke M. Sabia Trust, of which the reporting person and his spouse are trustees and beneficiaries

3. Reflects a change in beneficial ownership of 850 shares of the reported Class A Common Stock from direct to indirect.

4. 100% of this option has become exercisable.

5. Shares of Class 1 Common Stock are convertible into shares of Class A Common Stock of the issuer on a one-to-one basis. In accordance with the certificate of incorporation of Constellation Brands, Inc., any shares of Class A Common Stock issued upon conversion of shares of Class 1 Common Stock must be sold immediately in connection with the conversion. Class 1 Common Stock is not traded on any stock exchange

Remarks:



** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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