

United States
Securities and Exchange Commission
Washington, D.C. 20549

Form 10-C

Report By Issuer of Securities Quoted on NASDAQ
Interdealer Quotation System

Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
and Rule 13a-17 or 15d-17 thereunder

Canandaigua Wine Company, Inc.
(Exact name of issuer as specified in charter)

116 Buffalo Street, Canandaigua, New York, 14424
(Address of principal executive offices)

Issuer's telephone number,
including area code (716) 394-7900

I. Change in Number of Shares Outstanding

Indicate any change (increase or decrease) of 5% or
more in the number of shares outstanding:

1. Title of security: Class A Common Stock, \$.01 par
value
2. Number of shares outstanding before the change:
12,617,301
3. Number of shares outstanding after the change:
16,049,368
4. Effective date of change: November 18, 1994
5. Method of change:
Specify method (such as merger, acquisition,
exchange, distribution, stock split, reverse split,
acquisition of stock for treasury, etc.): public
offering and exercise of options

Give brief description of transactions: Options
were exercised for 432,067 shares, which shares,
along with others held by certain shareholders were
included in a public offering by the Company in
which the Company issued an additional 3,000,000
shares.

II. Change in Name of Issuer

1. Name prior to change
2. Name after change
3. Effective date of charter amendment changing name
4. Date of shareholder approval of change, if required

s/Robert Sands,
Executive Vice President
(Officer's signature
and title)

Date: November 18, 1994