

Registration No. 33-56557

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1*
TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

CANANDAIGUA WINE COMPANY, INC.
(Exact name of Registrant as specified in its charter)

Delaware 16-0716709
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

116 Buffalo Street
Canandaigua, New York 14424
(716) 394-7900

(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

Canandaigua Wine Company, Inc. Stock Option and
Stock Appreciation Right Plan
(Full title of Plan)

Robert Sands,
Executive Vice President and General Counsel
Canandaigua Wine Company, Inc.
116 Buffalo Street
Canandaigua, New York 14424
(716) 394-7900

(Name, address, including zip code, and telephone number
including area code, of agent for service)

<TABLE>

Calculation of Registration Fee				
<S> Title of Securities to be registered	<C> Amount to be registered	<C> Proposed maximum offering price per share	<C> Proposed maximum aggregate offering price	<C> Amount of registration fee
Class A Common	130,500	\$4.444 (1)	\$ 579,994.20	\$ 200.00
Stock, par value	85,750	\$11.50 (1)	\$ 986,125.00	\$ 340.04
\$.01 per share	220,000	\$18.375 (1)	\$ 4,042,500.00	\$1,393.97
	5,000	\$22.25 (1)	\$ 111,250.00	\$ 38.36
	3,000	\$26.375 (1)	\$ 79,125.00	\$ 27.28
	80,000	\$24.25 (1)	\$ 1,940,000.00	\$ 668.97
	34,000	\$28.875 (1)	\$ 981,750.00	\$ 338.53
	3,000	\$30.25 (1)	\$ 90,750.00	\$ 31.30
	2,000	\$34.00 (1)	\$ 68,000.00	\$ 23.45
	2,399,850	\$33.375 (2)	\$80,094,993.75	\$27,618.96
TOTAL	2,963,100	(1), (2)	\$88,974,487.95	\$30,680.86

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(1) As instructed by Rule 457(h)(1).
(2) As instructed by Rule 457(h)(1), estimated in accordance with Rule
457(c), as of November 16, 1994, solely for the purpose of calculating
the registration fee.

Pursuant to Rule 416, there are also being registered such additional
shares of Class A Common Stock as may become issuable pursuant to
anti-dilution provisions of the Plan.

*FILED SOLEY FOR THE PURPOSE OF DESCRIBING THE CALCULATION OF THE
REGISTRATION FEE.

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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 of the requirements for filing on Form S-8 and

has duly caused this Post Effective Amendment No. 1 to the Registration Statement on Form S-8 (Registration No. 33-56557) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Canandaigua, State of New York, on this 28th day of November, 1994.

CANANDAIGUA WINE COMPANY, INC.
(Registrant)

By: s/Robert Sands
Robert Sands,
Executive Vice President

INDEX TO EXHIBITS

(4) Instruments defining the rights of security holders, including indentures.

4.1 Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K, for the fiscal year ended August 31, 1993 and incorporated herein by reference).

4.2 Amended and Restated By-Laws of the Registrant previously filed as Exhibit 4.2 to the Registration Statement on Form S-8 (Registration No. 33-56557).

4.3 Specimen of Certificate of Class A Common Stock of the Registrant (filed as Exhibit 1.1 to the Registrant's Registration Statement on Form 8-A, dated April 28, 1992 and incorporated herein by reference).

4.4 Indenture dated as of December 27, 1993 among Canandaigua Wine Company, Inc., its Subsidiaries and Chemical Bank (filed as Exhibit 4.1 to the Registrants' Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 1993 and incorporated herein by reference).

4.5 First Supplemental Indenture dated as of August 3, 1994 among the Registrant, Canandaigua West, Inc. and Chemical Bank previously filed as Exhibit 4.5 to the Registration Statement on Form S-8 (Registration No. 33-56557).

(5) Opinion re: legality.

5.1 Opinion of Harter, Secrest & Emery previously filed herewith as Exhibit 5.1 to the Registration Statement on Form S-8 (Registration No. 33-56557).

(15) Letter re: unaudited interim financial information.

Not applicable.

(23) Consents of experts and counsel.

23.1 Consent of Arthur Andersen LLP previously filed herewith as Exhibit 23.1 to the Registration Statement on Form S-8 (Registration No. 33-56557).

23.2 Consent of Ernst & Young LLP previously filed herewith as Exhibit 23.2 to the Registration Statement (Registration No. 33-56557).

23.3 Consent of KPMG Peat Marwick LLP previously filed as Exhibit 23.3 to the Registration Statement (Registration No. 33-56557).

23.4 Consent of Harter, Secrest & Emery (contained in Exhibit 5.1).

(24) Power of Attorney.
Not applicable.

(25) Statement of eligibility of trustee.
Not applicable.

(27) Financial data schedule.

Not applicable.

(28) Information from reports furnished to state insurance regulatory authorities.
Not applicable.

(99) Additional exhibits.

Canandaigua Wine Company, Inc. Stock Option and Stock Appreciation Right Plan (the "Plan") (filed as Appendix B of the Registrant's Definitive Proxy Statement dated December 23, 1987 and incorporated herein by reference); Amendment No. 1 to the Plan (filed as Exhibit 10.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended August 31, 1992 and incorporated herein by reference); Amendment No. 2 to the Plan (filed as Exhibit 28 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 1992 and incorporated herein by reference); Amendment No. 3 to the Plan (filed as Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the fiscal year ended August 31, 1993 and incorporated herein by reference); Amendment No. 4 to the Plan (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended November 30, 1993 and incorporated herein by reference); Amendment No. 5 to the Plan (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended February 28, 1994 and incorporated herein by reference).