SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) August 29, 1995

CANANDAIGUA WINE COMPANY, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	0-7570	16-0716709
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

116 Buffalo Street, Canandaigua, New York 14424
(Address of Principal Executive Offices) (Zip Code)

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

(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

a. Financial Statements of Product Lines Acquired by Canandaigua Wine Company, Inc. (the "Company").

The United Distillers Glenmore, Inc. Statement of Assets and Liabilities Related to the Product Lines Acquired by the Company through its wholly-owned subsidiary, Barton Incorporated, as of September 1, 1995 and the related Statements of Identified Income and Expenses of the Product Lines Acquired for each of the three years in the period ended December 31, 1994 and the report of Price Waterhouse LLP, independent auditors, thereon, together with the notes thereto, are located at pages 6 through 11 of this Report.

The unaudited Interim Financial Statements of Product Lines Acquired by the Company through its wholly-owned subsidiary, Barton Incorporated, for the eight months ended August 31, 1995 and 1994, together with the notes thereto, are located at pages 12 through 14 of this Report.

b. Pro Forma Financial Information.

The pro forma condensed consolidated balance sheet (unaudited) as of May 31, 1995 and the pro forma condensed consolidated statement of income (unaudited) for the nine months ended May 31, 1995 and the pro forma condensed consolidated statement of income (unaudited) for the year ended August 31, 1994, and the notes thereto, are located at pages 15 through 26 of this Report. See Index to Exhibits.

UNITED DISTILLERS GLENMORE, INC.
AND AFFILIATES

Statement of Assets and Liabilities and Statement of Identified Income and Expenses of the Product Lines Acquired as of September 1, 1995 and for the years ended December 31, 1994, 1993 and 1992

UNITED DISTILLERS GLENMORE, INC. AND AFFILIATES

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Report of Independent Accountants

To the Board of Directors of
United Distillers Glenmore, Inc.

We have audited the accompanying Statement of Assets and Liabilities Related to the Product Lines Acquired by Canandaigua Wine Company, Inc. as of September 1, 1995 and the related Statement of Identified Income and Expenses for each of the three years in the period ended December 31, 1994. These statements are the responsibility of United Distillers Glenmore, Inc.'s management. Our responsibility is to express an opinion on the statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the statements. We believe that our audits provide a reasonable basis for our opinion.

The accompanying statements have been prepared to present the assets and liabilities and identified income and expenses of the product lines of United Distillers Glenmore, Inc. acquired by Canandaigua Wine Company, Inc. on the basis of preparation described in Note 1, and are not intended to be a complete presentation of assets and liabilities or operations of United Distillers Glenmore, Inc.

In our opinion, the statements audited by us present fairly, in all material respects, the assets and liabilities related to the product lines of United Distillers Glenmore, Inc. at September 1, 1995 that were acquired by Canandaigua Wine Company, Inc. and the results of their operations for each of the three years in the period ended December 31, 1994, on the basis described in the preceding paragraph and in conformity with generally accepted accounting principles.

PRICE WATERHOUSE LLP
Stamford, Connecticut
September 25, 1995

UNITED DISTILLERS GLENMORE, INC. AND AFFILIATES

Statement of Assets and Liabilities Related to the Product Lines Acquired by Canandaigua Wine Company, Inc.
September 1, 1995 (in thousands)

Inventories	$	13,070
Prepaid advertising, merchandising and promotion		376
Property, plant and equipment		23,994
Total assets		37,440
Accrued liabilities		255

$ 37,185

The accompanying notes are an integral part of this statement.

<TABLE>
UNITED DISTILLERS GLENMORE, INC. AND AFFILIATES

Statement of Identified Income and Expenses of the Product Lines Acquired by Canandaigua Wine Company, Inc.
Year ended December 31, 1994, 1993 and 1992 (in thousands)

<S>	<C> 1994	<C> 1993	<C> 1992
Net sales, including tax and duty	$ 230,785	$ 265,209	$ 259,804
Tax and duty	131,437	153,533	142,099
Net sales	99,348	111,676	117,705
Cost of goods sold	53,124	59,886	66,300
Gross profit	46,224	51,790	51,405
Operating expense/(income):			
Grants	9,326	10,951	9,430
Advertising, merchandising and promotions	9,237	9,848	9,347
Brokers' commissions	1,116	1,292	1,752
Royalty income	(202)	(380)	(300)
Allocated expenses (Note 1):			
Selling, general and administrative	10,442	15,163	15,094
Interest	1,756	2,118	2,570
Amortization of goodwill	1,374	1,374	1,374
Income before taxes	13,175	11,424	12,138
Provision for income taxes	5,840	5,009	5,111
Net income	$ 7,335	$ 6,415	$ 7,027

</TABLE>
The accompanying notes are an integral part of this statement.

UNITED DISTILLERS GLENMORE, INC. AND AFFILIATES

Notes to Financial Statements of the Product Lines Acquired by Canandaigua Wine Company, Inc. (in thousands)

1. BASIS OF PRESENTATION:

The accompanying statements present the assets and liabilities and the identified income and expenses of the product lines of United Distillers Glenmore, Inc. ("UDG"), a wholly owned subsidiary of United Distillers North America, Inc. ("UDNA"), and its affiliates acquired by Canandaigua Wine Company, Inc. (the "Product Lines Acquired") pursuant to an asset purchase agreement dated September 1, 1995. In accordance with this agreement, the cash purchase price was approximately $141 million.

The assets and liabilities of the Product Lines Acquired as presented in the accompanying Statement of Assets and Liabilities Related to the Product Lines Acquired by Canandaigua Wine Company, Inc. as of September 1, 1995 include UDG and its affiliates' historical book balances of raw materials and bulk inventory, supplies, work-in-process and finished goods inventory of the Product Lines Acquired, and certain property, plant and equipment and other assets and liabilities associated with the Product Lines Acquired. These product lines have never been operated as a separate business entity and have no legal existence, but rather have been an integral part of the spirits business of UDG, whose operations primarily relate to the United States.

These statements include the net sales, including tax and duty, tax and duty, cost of goods sold, grants, advertising, merchandising and promotions, brokers' commissions and royalty income, that substantially relate directly to the Product Lines Acquired. All other expense items are allocated based on estimates and assumptions as if the Product Lines Acquired had been operated on a stand-alone basis during the periods presented.

The basis for presenting the allocated expense items is as follows:

(a) Selling, general and administrative expenses are allocated based upon (i) for UDG overhead (including other operating and nonoperating income/costs), the proportion of net sales (including tax and duty) of the Product Lines Acquired to total UDG net sales; and (ii) for UDNA overhead (including other operating and nonoperating income/costs), the proportion of net sales (including tax and duty) of the Product Lines Acquired to UDNA and its affiliated spirits companies' net sales;

(b) Amortization of goodwill is allocated based upon the proportion of UDG goodwill attributable to the Product Lines Acquired to total UDG goodwill, using a 40-year amortization period;

(c) Interest expense is allocated by determining the percentage relationship between the total assets of the Product Lines Acquired and the total assets of UDNA and its affiliated spirits companies, and applying the percentage to actual interest expense of UDNA to determine the allocation to the Product Lines Acquired. Those percentages are 7.1% for 1994, 7.5% for 1993 and 6.5% for 1992.

Management believes the above allocations to be reasonable in the circumstances; however, there can be no assurances that such allocations will be indicative of future results of operations or what the results of operations of the Product Lines Acquired would have been had it been a separate, stand-alone entity during the periods covered.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

(a) Revenue recognition. Sales revenues are recognized at the date of shipment to customers.

(b) Inventories. Inventories are stated at the lower of cost or market. Raw materials and bulk inventories, supplies and certain work-in-process and finished goods are valued at last-in, first-out (LIFO) cost. Work-in-process and finished goods inventories not valued at LIFO are valued at first-in, first-out (FIFO) cost (see Note 3).

The LIFO inventory reserve has been allocated by determining, for each relevant LIFO pool, the percentage relationship of LIFO inventory for the Product Lines Acquired to total UDG LIFO inventory, and applying the percentage to each relevant LIFO inventory reserve.

(c) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation computed using the straight-line method over their estimated useful lives within the following ranges:

Buildings and building improvements	20 - 45 years
Manufacturing equipment	4 - 20 years

(d) Taxes. The results of UDG's operations are included in the consolidated income tax return of its ultimate United States parent company, Guinness America Holdings, Inc. The provision for income taxes has been provided assuming the activities of the Product Lines Acquired were a separate tax paying entity.

United States excise taxes constitute a lien on in-bond inventories. Since these taxes are not payable until inventories are withdrawn from bond, excise taxes have not been accrued with respect to such inventories, in accordance with industry practice.

(e) Advertising, merchandising and promotions

Costs relating to advertising, merchandising and promotions programs are expensed in the period the related program is run.

3. INVENTORIES:

The composition of inventories at September 1, 1995 was as follows:

Last-in, first-out (LIFO) cost:	
Raw materials and bulk inventories	$ 2,714
Supplies	2,375
Work-in-process and finished goods	4,785
Less - Allocated LIFO allowance (see Note 2.(b))	(809)
----	---------
	9,065
Lower of first-in, first-out (FIFO) cost or market:	
Work-in-process and finished goods	4,005

$ 13,070

4. PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment, at September 1, 1995 was comprised of the following:

Land, buildings and building improvements	$ 19,693
Manufacturing equipment	28,153
Construction-in-progress	46
	47,892
Less - Accumulated depreciation and amortization	(23,898)
	$ 23,994

Depreciation expense included in cost of goods sold amounted to $1,478 in 1994, $1,522 in 1993 and $1,503 in 1992.

5. ACCRUED LIABILITIES:

Accrued liabilities at September 1, 1995 was comprised of the following:

Accrued property taxes	$ 138
Accrued vacation	90
Other liabilities	27
	$ 255

<TABLE>
6. TAXES:

The provision for taxes differs from the amount computed by applying the statutory U.S. federal income tax rate of 35% for 1994 and 1993 and 34% for 1992 to income before income taxes as follows:

<S>	<C> 1994	<C> 1993	<C> 1992
Tax at statutory rate	$ 4,611	$ 3,998	$ 4,127
State income taxes, net of federal tax benefit	514	445	480
Goodwill amortization	481	481	467
Other	234	85	37
	$ 5,840	$ 5,009	$ 5,111

The results of operations of the Product Lines Acquired will be included in the consolidated federal tax returns of Guinness America Holdings, Inc. and state income tax returns of affiliated companies.
</TABLE>

7. SIGNIFICANT CUSTOMER:

Net sales to one customer as a percentage of total net sales were 11% in 1994, 14% in 1993 and 12% in 1992.

<TABLE>
UNITED DISTILLERS GLENMORE, INC.
Statement of Identified Income and Expenses of the Product Lines
Acquired by Canandaigua Wine Company, Inc.
August 31, 1995 and 1994

<S> <C>
<C>

Eight Months Ended

($ 000's)
8/31/95 8/31/94

(unaudited)
Net sales, including tax and duty
118,142 137,620
Tax and duty

	67,345	79,611
	-----	--------
Net sales	50,797	58,009
Cost of goods sold	26,547	31,532
	-----	--------
Gross profit	24,250	26,477
Operating expense/(income):		
Grants	6,066	6,217
Advertising, merchandising and promotions	4,039	6,158
Brokers' commissions	533	744
Royalty income	(148)	(135)
Allocated selling, general and administrative expense	6,270	6,961
	-----	--------
Earnings from operations	7,490	6,532
Other expense:		
Allocated interest	908	1,171
Allocated amortization of goodwill	916	916
	-----	--------
Earnings before taxes	5,666	4,445
Allocated tax provision	2,681	1,970
	-----	--------
Net Income	2,985	2,475

UNITED DISTILLERS GLENMORE, INC. AND AFFILIATES

NOTES TO STATEMENTS OF INCOME AND EXPENSES OF THE PRODUCT LINES ACQUIRED BY CANANDAIGUA WINE COMPANY, INC. FOR THE EIGHT MONTHS ENDED AUGUST 31, 1995 AND PRIOR YEAR

BASIS OF PRESENTATION

The accompanying statements present the identified income and expenses of the product lines of United Distillers Glenmore, Inc. ("UDG"), a wholly owned subsidiary of United Distillers North America, Inc. ("UDNA"), and its affiliates acquired by Canandaigua Wine Company, Inc. (the "Product Lines Acquired") pursuant to an asset purchase agreement dated September 1, 1995. These product lines have never been operated as a separate business entity and have no legal existence, but rather have been an integral part of the spirits business of UDG, whose operations primarily relate to the United States.

These statements include the net sales, including tax and duty, tax and duty, cost of goods sold, grants, advertising, merchandising and promotions, brokers' commissions and royalty income, that substantially relate directly to the Product Lines Acquired. All other expense items are allocated based on estimates and assumptions as if the Product Lines Acquired had been operated on a stand-alone basis during the periods presented.

Grants, Advertising, Merchandising and Promotions and Brokers' Commissions for the eight months to August 31, 1995 represent expenses incurred for the period. The equivalent amounts for the prior year represent two thirds of the relevant amounts for the calendar year ended December 31, 1994.

The allocated expense items for the prior year represent two thirds of the relevant amounts for the calendar year ended December 31, 1994.

The basis for presenting the allocated expense items is as follows:

(a) Selling, general and administrative expenses are allocated based upon (i) for UDG overhead (including other operating and non operating income/costs), the proportion of net sales (including tax and duty) of the Product Lines Acquired to total UDG net sales and (ii) for UDNA overhead (including other operating and non operating income/costs), the proportion of net sales (including tax and duty) of the Product Lines

Acquired to UDNA and its affiliated spirits companies' net sales, including for purposes of this allocation only, the net sales of the Schieffelin Partner in the Schieffelin & Somerset joint venture;

(b) Amortization of goodwill is allocated based upon the proportion of UDG goodwill attributable to the Product Lines Acquired to total UDG goodwill, using a 40-year amortization period;

(c) Interest expense is allocated by determining the percentage relationship between the total assets of the Product Lines Acquired and the total assets of UDNA and its affiliated spirits companies, and applying the percentage to actual interest expense of UDNA and its affiliated spirits companies to determine the allocation to the Product Lines Acquired;

(d) Income taxes are allocated to the Product Lines Acquired on the separate return method.

Management believes the above allocations to be reasonable in the circumstances; however, there can be no assurances that such allocations will be indicative of future results of operations or what the results of operations of the Product Lines Acquired would have been had they been a separate, stand-alone entity during the period covered.

PRO FORMA CONSOLIDATED FINANCIAL DATA
(UNAUDITED)

The following pro forma financial data of the Company consists of (i) a pro forma condensed consolidated balance sheet (unaudited) as of May 31, 1995 (the "Pro Forma Balance Sheet"), (ii) a 1994 fiscal year pro forma condensed consolidated statement of income (unaudited) (the "1994 Pro Forma Statement of Income") and (iii) a 1995 nine month pro forma condensed consolidated statement of income (unaudited) (the "1995 Nine Month Pro Forma Statement of Income") (collectively, the "Pro Forma Statements").

The Pro Forma Balance Sheet reflects the combination of the balance sheet of the Company as of May 31, 1995 and the statement of assets and liabilities as of September 1, 1995 related to the product lines acquired by the Company from United Distillers Glenmore, Inc. (the "United Distillers Glenmore Product Lines"), as adjusted for the acquisition on September 1, 1995 by the Company of certain assets and liabilities of United Distillers Glenmore, Inc., including those related to the United Distillers Glenmore Product Lines (the "United Distillers Glenmore Acquisition"). The Pro Forma Balance Sheet is presented as if the United Distillers Glenmore Acquisition were consummated on May 31, 1995.

The 1994 Pro Forma Statement of Income reflects the combination of (i) the income statement of the Company for the year ended August 31, 1994, (ii) the income statement of Vintners International Company, Inc. ("Vintners") for the six weeks ended October 15, 1993, (iii) the statement of identified income and expenses for the product lines acquired by the Company from Heublein Inc. (the "Almaden/Inglenook Product Lines") for the eleven months ended August 5, 1994 and (iv) the statement of identified income and expenses for the United Distillers Glenmore Product Lines for the year ended August 31, 1994, as adjusted for (i) the acquisition by the Company of substantially all of the assets and liabilities of Vintners as of October 15, 1993 (the "Vintners Acquisition"), (ii) the acquisition by the Company of certain assets and liabilities from Heublein Inc. as of August 5, 1994, including those related to the Almaden/Inglenook Product Lines (the "Almaden/Inglenook Acquisition") and (iii) the United Distillers Glenmore Acquisition. The 1994 Pro Forma Statement of Income is presented as if such transactions were consummated on September 1, 1993.

The 1995 Nine Month Pro Forma Statement of Income reflects the combination of (i) the income statement of the Company and (ii) the statement of identified income and expenses for the United Distillers Glenmore Product Lines, both for the nine months ended May 31, 1995, as adjusted for the United Distillers Glenmore Acquisition. The 1995 Nine Month Pro Forma Statement of Income is presented as if the United Distillers Glenmore Acquisition were consummated on September 1, 1994.

The Pro Forma Statements should be read in conjunction with (i) the separate historical financial statements of the Company, Vintners, the Almaden/Inglenook Product Lines and the United Distillers Glenmore Product Lines, (ii) the related notes and (iii) "Management's Discussion and Analysis of Financial Condition and the Results of Operations" incorporated herein by reference to the Registrant's Registration Statement on Form S-3 (Registration No. 33-55997). The Pro Forma Statements are based upon currently available information and upon certain assumptions that the Company believes are reasonable under the circumstances. The Pro Forma Statements do not purport to represent what the Company's financial position or results of operations would actually have been if the aforementioned transactions in fact had occurred on such date or at the beginning of the period indicated or to project the Company's financial position or the results of operations at any future date or for any future period.

</TABLE>
<TABLE>

CANANDAIGUA WINE COMPANY, INC. AND UNITED DISTILLERS GLENMORE PRODUCT LINES
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET (UNAUDITED)
AS OF MAY 31, 1995
(IN THOUSANDS)

<S>	HISTORICAL <C> COMPANY AS OF MAY 31, 1995	<C> UNITED DISTILLERS GLENMORE PRODUCT LINES AS OF SEPTEMBER 1, 1995	PRO FORMA ADJUSTMENTS <C> FOR THE ACQUISITION	<C> PRO FORMA CONSOLIDATED
ASSETS:				
Cash and cash equivalents	$8,826		$9,904 (c)	$18,730
Accounts receivable, net	118,211		3,289 (c)	121,500
Inventories, net	289,226	$13,070	3,000 (a)	305,296
Prepaid expenses and other current assets	25,645	376		26,021
Property, plant and equipment, net	201,277	23,994	6,155 (a)	231,426
Other assets	166,052		97,354 (a) 1,013 (b)	264,419
Total assets	$809,237	$37,440	$120,715	$967,392
LIABILITIES AND STOCKHOLDERS' EQUITY:				
Current maturities of long-term and short-term debt	$37,768		$2,000 (c)	$39,768
Accounts payable and accrued liabilities:	41,277	$255	2,300 (b)	43,832
Other current liabilities	85,936		600 (b)	86,536
Long-term debt (excluding current portion)	232,787		153,000 (c)	385,787
Other long-term liabilities	28,140			28,140
Deferred income taxes	43,826			43,826
Total liabilities	469,734	255	157,900	627,889
Common stock	214			214
Additional Paid-in Capital	217,578			217,578
Retained earnings	129,215			129,215
UDG investment in product lines acquired		37,185	(37,185)(d)	0
Less: Treasury stock	(7,504)			(7,504)
Total stockholders' equity	339,503	37,185	(37,185)	339,503
Total liabilities and stockholders' equity	$809,237	$37,440	$120,715	$967,392

</TABLE>

CANANDAIGUA WINE COMPANY, INC.
AND UNITED DISTILLERS GLENMORE PRODUCT LINES

NOTES TO THE PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
AS OF MAY 31, 1995
(UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(a) Reflects the estimated purchase accounting adjustments for the United Distillers Glenmore Acquisition based upon a preliminary appraisal of the assets and liabilities assumed. For purchase accounting, United Distillers Glenmore Product Lines assets have been recorded at estimated fair market value subject to adjustment based upon the results of an independent appraisal. The purchase price and estimated fair market value are based, in part, on the value of net assets, as defined in the asset purchase agreement, on September 1, 1995. The estimated amounts recorded for assets and liabilities acquired from United Distillers Glenmore, Inc. are not expected to differ materially from the final assigned values. Purchase accounting adjustments were recorded to increase inventory by $3,000, to increase property, plant and equipment by $6,155, to record the excess of purchase cost over fair market value of assets acquired of $65,464, and to record $31,890 reflecting the value of the tradenames. These adjustments are required to record these assets at their estimated fair market values. The $600 reflects an assumed liability for an adverse lease commitment.

The estimated purchase price is $144,962 which consists of (i) $37,185 for the net book value of the United Distillers Glenmore Product Lines assets; (ii) $103,609 for intangible assets and premium over book value of the net assets acquired; (iii) liabilities assumed of $855; (iv) direct acquisition costs of $2,300; and (v) financing costs of $1,013. The excess of purchase cost over fair market value of the assets acquired and liabilities assumed from the United Distillers Glenmore Product Lines is as follows:

Purchase Cost:	
Book value of Product Line assets	$ 37,440
Intangible assets and premium over book value	103,609
Less: liabilities assumed	(255)
Cash purchase price paid	140,794
Direct acquisition costs	2,300
Financing costs	1,013
Liabilities assumed	855
Total purchase cost	144,962
Fair market value of United Distillers Glenmore Product Lines assets including capitalized financing costs	79,498
Excess of purchase cost over fair market value of assets acquired and liabilities assumed	$ 65,464

CANANDAIGUA WINE COMPANY, INC.
AND UNITED DISTILLERS GLENMORE PRODUCT LINES

NOTES TO THE PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
AS OF MAY 31, 1995
(UNAUDITED)--(CONTINUED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(b) Reflects the liability for direct acquisition costs of $2,300 and an assumed liability of $600 for an adverse contract. Capitalized financing costs of $1,013 were funded through Term Loan borrowings.

(c) Reflects the borrowings in connection with the United Distillers Glenmore Acquisition net of an overpayment of $3,289 at closing, based upon an estimated net asset closing statement. The sources and application of funds in connection with the United Distillers Glenmore Acquisition are as follows:

Sources of funds:	
Borrowings under the Term Loan	$155,000
Accrued liabilities	2,300
Total sources of funds	$157,300
Application of funds:	
Cash purchase price	$140,794
Payment of financing costs	1,013
Excess cash drawn down	9,904
Overpayment to United Distillers Glenmore at closing	3,289
Payment of direct acquisition costs	2,300
Total application of funds	$157,300

(d) Reflects the elimination of the United Distillers Glenmore, Inc. investment in the United Distillers Glenmore Product Lines.

<TABLE>

CANANDAIGUA WINE COMPANY, INC., VINTNERS INTERNATIONAL COMPANY,INC., ALMADEN/INGLENOOK PRODUCT LINES AND UNITED DISTILLERS GLENMORE PRODUCT LINES

1994 FISCAL YEAR PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

<S> <C> <C> <C> <C> <C> <C> <C> <C>

	HISTORICAL				PRO FORMA ADJUSTMENTS			
	COMPANY YEAR ENDED AUGUST 31, 1994	UNITED DISTILLERS GLENMORE PRODUCT LINES YEAR ENDED AUGUST 31, 1994	VINTNERS FOR THE SIX WEEKS ENDED OCTOBER 15, 1993	ALMADEN/INGLENOOK PRODUCT LINES FOR THE ELEVEN MONTHS ENDED AUGUST 5, 1994	FOR THE VINTNERS ACQUISITION	FOR THE ALMADEN/INGLENOOK ACQUISITION	FOR THE UNITED DISTILLERS GLENMORE ACQUISITION	PRO FORMA CONSOLIDATED
Net sales	$629,584	$101,916	$17,263	$224,171		$5,341 (j)		$978,275
Cost of product sold	447,211	55,163	13,999	178,978	($718)(a)	2,676 (j)	($243)(s)	692,797
					125 (b)	(3,101)(k)		

						(420)(l)		
						(397)(m)		
						(476)(n)		
Gross profit	182,373	46,753	3,264	45,193	593	7,059	243	285,478
Selling, general and administrative expenses	121,388	33,611	3,789	34,863	(24)(a)	3,376 (j)	(359)(s)	197,080
					(55)(c)	(163)(k)	1,040 (t)	
					854 (d)	(1,528)(l)	169 (u)	
					9 (e)	429 (o)	(525)(v)	
					(467)(f)	550 (p)		
					137 (g)			
					(14)(h)			
Nonrecurring restructuring expenses	24,005							24,005
Operating income	36,980	13,142	(525)	10,330	153	4,395	(82)	64,393
Interest expense, net	18,056	1,877	2,788	4,992	55 (c)	1,916 (q)	5,740 (w)	34,048
					(313)(g)			
					(1,063)(h)			
Other				711		(711)(j)		0
Nonrecurring transaction costs			953					953
Income (loss)before provision for (benefit from) federal and state income taxes	18,924	11,265	(4,266)	4,627	1,474	3,190	(5,822)	29,392
Provision for (benefit from) federal and state income taxes	7,191	5,097	0	2,060	(794)(i)	1,212 (r)	(3,028)(x)	11,738
Net income (loss)	$11,733	$6,168	($4,266)	$2,567	$2,268	1,978	($2,794)	$17,654
Share and Per Share Data:								
Net income per common share:								
Primary	$0.74							$1.12
Fully diluted	$0.74							$1.10
Weighted average shares outstanding:								
Primary	15,783,583							15,783,583(y)
Fully diluted	16,401,598							16,401,598(y)

</TABLE>

CANANDAIGUA WINE COMPANY, INC.,
VINTNERS INTERNATIONAL COMPANY, INC.,
ALMADEN/INGLENOOK PRODUCT LINES
AND UNITED DISTILLERS GLENMORE PRODUCT LINES

NOTES TO 1994 FISCAL YEAR PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(a) Reflects the adjusted depreciation expense related to the acquired property, plant and equipment of Vintners on the assumption that the Vintners Acquisition had taken place on September 1, 1993. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The Company utilizes a convention whereby one-half of the annual depreciation is recorded in the year of acquisition and one-half in the year of disposition. The decrease in depreciation expense of $742 as compared to that recorded by Vintners was allocated, as indicated, to cost of product sold and selling, general and administrative expenses. Giving effect to a full year's depreciation expense for the assets acquired in the Vintners Acquisition would reduce pretax income by an additional $1,784.

(b) Reflects increased lease expense related to the Hammondsport lease on the assumption that the lease was entered into on September 1, 1993.

(c) Historic Vintners selling, general and administrative expenses and interest income reflect the reclassification of certain items to conform to the Company's classification.

(d) Reflects amortization expense of intangible assets of $854 over 40 years using the straight-line method.

(e) Reflects amortization expense of deferred financing costs of $9 over the term of the subordinated bank loan used to finance the Vintners Acquisition (the "Subordinated Bank Loan") (120 months) using the effective interest method.

(f) Reflects the elimination of compensation and benefits attributable to the net reduction of certain management and sales personnel in connection with the Vintners Acquisition.

(g) Reflects certain additional revolving loans (the "Revolving Loans"), under a certain Amendment No. 1 dated as of October 15, 1993 of Amendment and Restatement of Credit Agreement dated as of June 29, 1993, to repay the Subordinated Bank Loan. Also, reflects the elimination of interest expense of $1,803 on the Subordinated Bank Loan, the addition of interest expense of $1,422 on the public offering and sale of the Company's Senior Subordinated Notes on December 27, 1993 (the "Senior Subordinated Notes") utilizing an interest rate of 8.75% per annum, the addition of interest expense of $68 on the additional Revolving Loans utilizing an assumed interest rate of 5% per annum, and amortization expense of direct financing costs of $137 related to the Senior Subordinated Notes.

(h) Reflects the elimination of Vintners interest expense of $2,846 and amortization of debt financing costs of $14 and reflects an increase in interest expense of $1,783 relating to the debt incurred to finance the Vintners Acquisition. Interest expense was calculated using an assumed interest rate which started at 9.25% per annum and increased over the 9-month period to 11.25% per annum for the Subordinated Bank Loan and an assumed interest rate of 5% per annum for the Revolving Loans.

(i) Reflects the tax benefit assuming that the pro forma income before taxes is reduced by Vintners historical net loss using a combined federal and state income tax rate of 38%.

(j) Historic Almaden/Inglenook Product Lines net sales, cost of product sold, selling, general and administrative expenses and other expense reflect the reclassification of certain items to conform to the Company's classification.

(k) Reflects the adjusted depreciation expense related to the acquired property, plant and equipment of Almaden/Inglenook Product Lines on the assumption that the Almaden/Inglenook Acquisition had taken place on September 1, 1993. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The Company utilizes a convention whereby one-half of the annual depreciation is recorded in the year of acquisition and one-half in the year of disposition. The decrease in deprecation expense of $3,264 as compared to that recorded on a historical basis was allocated, as indicated, to cost of product sold and selling, general and administrative expenses. Giving effect to a full year's depreciation expense for the assets acquired in the Almaden/Inglenook Acquisition would reduce pretax income by an additional $1,328.

(l) Reflects the elimination of compensation and benefits attributable to the net reduction of certain management and sales personnel in connection with the Almaden/Inglenook Acquisition.

(m) Reflects the elimination of postretirement benefits expense of $397 as the liability to existing retirees was not assumed by the Company and no postretirement benefits will be offered to the new Almaden/Inglenook Product Lines employees hired by the Company at the date of the Almaden/Inglenook Acquisition.

(n) Reflects the elimination of $476 of repair and maintenance expense to conform to the Company's capitalization policy.

NOTES TO 1994 FISCAL YEAR PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME--(UNAUDITED)--(CONTINUED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(o) Reflects the adjusted amortization expense for intangible assets. These assets have been recorded at their estimated fair market value and amortized using the Company's amortization methods over their estimated useful lives. The increase in amortization expense of $429 as compared to that recorded on a historical basis was allocated to goodwill and trade names.

(p) Reflects amortization expense of deferred financing costs of $550 over the term of the bank loan (72 months) using the effective interest method.

(q) Reflects the elimination of Almaden/Inglenook Product Lines allocated interest expense of $4,992 and reflects an increase in interest expense of $6,908 relating to the debt incurred to finance the Almaden/Inglenook Acquisition and to reflect the Company's interest cost to finance the annual grape harvest. Interest expense was calculated using an assumed interest rate of 4.8% per annum on the term loans under a certain Second Amendment and Restatement of Credit Agreement dated as of August 5, 1994 (the "Term Loans") and Revolving Loans.

(r) Reflects the additional tax expense calculated using a combined federal and state income tax rate of 38%.

(s) Reflects the adjusted depreciation expense related to the acquired property, plant and equipment of United Distillers Glenmore Product Lines on the assumption that the United Distillers Glenmore Acquisition had taken place on September 1, 1993. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The Company utilizes a convention whereby one-half of the annual depreciation is recorded in the year of acquisition and one-half in the year of disposition. The decrease in depreciation expense of $602 as compared to that recorded on an historical basis was allocated, as indicated, to cost of product sold and selling, general and administrative expenses. Giving effect to a full year's depreciation expense for the assets acquired in the United Distillers Glenmore Acquisition would reduce pretax income by an additional $884.

(t) Reflects the adjusted amortization expense for intangible assets. These assets have been recorded at their estimated fair market value and amortized using the Company's amortization methods over their estimated useful lives. The increase in amortization expense of $1,040 as compared to that recorded by United Distillers Glenmore Product Lines was allocated to goodwill and trade names.

NOTES TO 1994 FISCAL YEAR PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME--(UNAUDITED)--(CONTINUED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(u) Reflects amortization expense of deferred financing costs of $169 over the term of the Term Loan (72 months).

(v) Reflects the elimination of postretirement benefits expense of $525 as the liability to existing retirees was not assumed by the Company and no postretirement benefits will be offered to the new United Distillers Glenmore Product Lines employees hired by the Company at the date of the United Distillers Glenmore Acquisition.

(w) Reflects the elimination of United Distillers Glenmore Product Lines allocated interest expense of $1,877 and reflects an increase in interest expense of $7,617 relating to the debt incurred to finance the United Distillers Glenmore Acquisition. Interest expense was calculated using an assumed interest rate of 5.2% per annum on the Term Loan portion of a certain Third Amended and Restated Credit Agreement dated as of September 1, 1995 (the "Amended Credit Agreement").

(x) Reflects the reduction in tax expense calculated using a combined federal and state income tax rate of 38%.

(y) Reflects the historical weighted average shares outstanding adjusted for the assumed conversion of the Company's convertible debentures and the assumed exercise of options to purchase 500,000 shares and 600,000 shares of the Company's Class A Common Stock in connection with the Vintners Acquisition and the Almaden/Inglenook Acquisition, respectively. For purposes of calculating primary net income per share, the effect of the exercise of the Vintners options determined under the treasury stock method increased the weighted average shares by 133,790, and the effect of the exercise of the Almaden/Inglenook Product Lines options determined under the treasury stock method was antidilutive. For purposes of calculating fully diluted earnings per share, the effect of the exercise of the Vintners options and the Almaden/Inglenook Product Lines options determined under the treasury stock method increased the weighted average shares by 176,605.

<TABLE>

CANANDAIGUA WINE COMPANY, INC. AND UNITED DISTILLERS GLENMORE PRODUCT LINES

1995 NINE MONTH PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

<S>	HISTORICAL <C> COMPANY NINE MONTHS ENDED MAY 31, 1995	<C> UNITED DISTILLERS GLENMORE PRODUCT LINES NINE MONTHS ENDED MAY 31, 1995	PRO FORMA ADJUSTMENTS <C> FOR THE ACQUISITION	<C> PRO FORMA CONSOLIDATED
Net sales	$677,255	$72,708		$749,963
Cost of product sold	487,202	38,169	($228)(a)	525,143
Gross profit	190,053	34,539	228	224,820
Selling, general and administrative expenses	118,759	21,705	(231)(a) 779 (b) 127 (c) (230)(d)	140,909
Nonrecurring restructuring expenses	1,653			1,653
Operating income	69,641	12,834	(217)	82,258
Interest expense, net	(19,304)	(1,190)	(4,523)(e)	(25,017)
Income (loss) before provision for (benefit from) federal and state income taxes	50,337	11,644	(4,740)	57,241
Provision for (benefit from) federal and state income taxes	19,380	5,065	(2,407)(f)	22,038
Net income	$30,957	$6,579	($2,333)	$35,203
Share and Per Share Data:				
Net income per common share:				
Primary	$1.64			$1.87
Fully diluted	$1.63			$1.85
Weighted average shares outstanding:				
Primary	18,872,144			18,872,144
Fully diluted	18,979,785			18,979,785

</TABLE>

CANANDAIGUA WINE COMPANY, INC. AND
UNITED DISTILLERS GLENMORE PRODUCT LINES

NOTES TO 1995 NINE MONTH PRO FORMA CONDENSED CONSOLIDATED
STATEMENT OF INCOME
(UNAUDITED)

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

(a) Reflects the adjusted depreciation expense related to the acquired property, plant and equipment of United Distillers Glenmore Product Lines on the assumption that the United Distillers Glenmore Acquisition had taken place on September 1, 1994. These assets have been restated at their estimated fair market values and depreciated using the Company's depreciation methods over the remaining useful lives of the assets. The Company utilizes a convention whereby one-half of the annual depreciation is recorded in the year of acquisition and one-half in the year of disposition. The decrease in depreciation expense of $459, as compared to that recorded on a historical basis, was allocated, as indicated, to cost of product sold and selling, general and administrative expenses. Giving effect to a full nine months' depreciation expense for the assets acquired in the United Distillers Glenmore Acquisition would reduce pretax income by an additional $663.

(b) Reflects the adjusted amortization expense for intangible assets. These assets have been recorded at their estimated fair market value and amortized using the Company's amortization methods over their estimated useful lives. The increase in amortization expense of $779 as compared to that recorded by United Distillers Glenmore Product Lines was allocated to goodwill and trade names.

(c) Reflects amortization expense of deferred financing costs of $127 over the term of the Term Loan (72 months).

(d) Reflects the elimination of postretirement benefits expense of $230 as the liability to existing retirees was not assumed by the Company and no postretirement benefits will be offered to the new United Distillers Glenmore Product Lines employees hired by the Company at the date of the United Distillers Glenmore Acquisition.

(e) Reflects the elimination of United Distillers Glenmore Product Lines allocated interest expense of $1,190 and reflects an increase in interest expense of $5,713 relating to the debt incurred to finance the United Distillers Glenmore Acquisition. Interest expense was calculated using an assumed interest rate of 5.2% per annum on the Term Loan portion of the Amended Credit Agreement.

(f) Reflects the reduction in tax expense calculated using a combined federal and state income tax rate of 38.5%.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CANANDAIGUA WINE COMPANY, INC.

November 9, 1995

By: /s/ Richard Sands
Richard Sands, President and Chief
Executive Officer

INDEX TO EXHIBITS

(1) Underwriting agreement

Not Applicable.

(2) Plan of acquisition, reorganization, arrangement, liquidation or succession

(a) Asset Purchase Agreement among Barton Incorporated (a wholly-owned subsidiary of the Registrant), United Distillers Glenmore, Inc., Schenley Industries Inc., Medley Distilling Company, United Distillers Manufacturing, Inc., and The Viking Distillery, Inc., dated August 29, 1995 (including a list briefly identifying the contents of all omitted schedules and exhibits thereto) is incorporated herein by reference to Exhibit 2(a) to the Registrant's Current Report on Form 8-K, dated August 29, 1995, of which this Amendment No. 1 on Form 8-K/A forms a part. The Registrant will furnish supplementally to the Commission or any security holder upon request a copy of any omitted schedule or exhibit.

(b) Third Amended and Restated Credit Agreement between the Registrant, its principal operating subsidiaries, and certain banks for which The Chase Manhattan Bank (National Association) acts as Administrative Agent, dated as of September 1, 1995 (including a list briefly identifying the contents of all omitted schedules and exhibits thereto) is incorporated herein by reference to Exhibit 2(b) to the Registrant's Current Report on Form 8-K, dated August 29, 1995, of which this Amendment No. 1 on Form 8-K/A forms a part. The Registrant will furnish supplementally to the Commission or any security holder upon request a copy of any omitted schedule or exhibit.

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

Not Applicable.

(16) Letter re change in certifying accountant

Not Applicable.

(17) Letter re director resignation

Not Applicable.

(21) Other documents or statements to security holders

Not Applicable.

(23) Consents of experts and counsel

Consent of Price Waterhouse LLP is attached hereto as Exhibit 23 at page 30 of this Report.

(24) Power of attorney

Not Applicable.

(27) Financial Data Schedule

Not Applicable.

(99) Additional Exhibits

None.

EXHIBIT 23

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-8 (Nos. 33-26694 and 33-56557) of Canandaigua Wine Company, Inc. of our report dated September 25, 1995 relating to the Statement of Assets and Liabilities and Statement of Identified Income and Expenses of the Product Lines Acquired of United Distillers Glenmore, Inc. and Affiliates, which appears in the Current Report on Form 8-K/A (Amendment No. 1) which amends and forms part of Canandaigua Wine Company, Inc.'s Current Report on Form 8-K dated August 29, 1995.

PRICE WATERHOUSE LLP
Stamford, Connecticut
October 27, 1995