

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <b>STERN ZACHARY M</b>  (Last) (First) (Middle) <b>C/O CONSTELLATION BRANDS, INC.</b> <b>207 HIGH POINT DRIVE, BUILDING 100</b>  (Street) <b>VICTOR NY 14564</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CONSTELLATION BRANDS, INC. [ STZ ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Member of 10% owner group</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/10/2022</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/10/2022		J <sup>(1)</sup>	V	8,073,856	A	(1)	9,264,764	I	By A&Z 2015 Business Holdings LP <sup>(2)</sup>
Class A Common Stock	11/10/2022		J <sup>(1)</sup>	V	20,695	A	(1)	20,695	I	By NSDT 2009 STZ LLC <sup>(3)</sup>
Class A Common Stock								33,415	D	
Class A Common Stock								20,615	I	By NSDT 2011 STZ LLC <sup>(4)</sup>
Class A Common Stock								100	I	By MAS Business Holdings LP <sup>(5)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	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 Transaction(s) (Instr. 4)	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				
Class B (convertible) Common Stock	(1)	11/10/2022		J <sup>(1)</sup>	V		8,073,856	(1)	(1)	Class A Common Stock	8,073,856	(1)	0	I	By A&Z 2015 Business Holdings LP <sup>(2)</sup>
Class B (convertible) Common Stock	(1)	11/10/2022		J <sup>(1)</sup>	V		20,695	(1)	(1)	Class A Common Stock	20,695	(1)	0	I	By NSDT 2009 STZ LLC <sup>(3)</sup>

**Explanation of Responses:**

- Pursuant to a reclassification exempt under Rule 16b-7 that was effected by Constellation Brands, Inc. on November 10, 2022, each share of Class B Common Stock (\$0.01 par value) was reclassified and converted into one share of Class A Common Stock (\$0.01 par value) and the right to receive a \$64.64 cash payment.
- A&Z 2015 Business Holdings LP ("A&Z") directly owns the reported securities. A&Z is a limited partnership and A&Z 2015 Business Management LLC ("A&Z Management") is its co-general partner. A&Z Management holds a .0249% general partner interest A&Z. The reporting person indirectly holds limited partner interests in A&Z and is a member of A&Z Management.
- Held by NSDT 2009 STZ LLC ("NSDT 2009"), for which the reporting person serves as a trustee of the ultimate parent trust of NSDT 2009.
- Held by NSDT 2011 STZ LLC ("NSDT 2011"), for which the reporting person serves as a trustee of the ultimate parent trust of NSDT 2011.
- MAS Business Holdings LP ("MAS") is the direct owner of these securities. MAS is a limited partnership and MAS Business Management LLC ("MAS Management") is its co-general partner. MAS Management holds a 0.0139% general partner interest in MAS. Abby & Zach Holdings LLC ("Abby & Zach Holdings") holds a 33.3% interest in MAS Management. The reporting person is a member and a co-manager of Abby & Zach Holdings.

**Remarks:**

/s/ Zachary Stern

11/14/2022

\*\* 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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