

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)**

The Chalone Wine Group, Ltd.

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(Name of Issuer)

Common Stock, no par value

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(Title of Class of Securities)

157639105

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(CUSIP Number)

Thomas J. Mullin, Esq.  
Executive Vice President and  
General Counsel  
Constellation Brands, Inc.  
370 Woodcliff Drive  
Suite 300  
Fairport, New York 11450  
(585) 218-3650

With a copy to:  
Richard F. Langan, Jr., Esq.  
Nixon Peabody LLP  
437 Madison Avenue  
New York, New York 10022

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 31, 2004

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Constellation Brands, Inc.

16-0716709

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

WC, BK

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

**7** SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

**8** SHARED VOTING POWER

5,556,103

**9** SOLE DISPOSITIVE POWER

0

**10** SHARED DISPOSITIVE POWER

5,556,103

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,556,103

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

46%

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

This statement constitutes Amendment No. 3 to the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on behalf of Constellation Brands, Inc., a Delaware corporation ("Constellation") on May 17, 2004 (the "Schedule 13D"), with respect to the common stock, no par value (the "Common Stock"), of The Chalone Wine Group, Ltd., a California corporation (the "Issuer"). Capitalized terms not otherwise defined herein shall have the respective meaning ascribed thereto in the Schedule 13D.

Other than as set forth herein, there has been no material change in the information set forth in the Schedule 13D.

**Item 4. Purpose of the Transaction.**

Item 4 of the Schedule 13D is hereby supplemented as follows:

As described more fully in Amendment No. 1 to the Schedule 13D, DBR delivered to the board of directors of the Issuer its Proposal Extension Letter attached thereto as Exhibit 4, extending the offer contained in the Proposal Letter to July 31, 2004.

On July 31, 2004, DBR delivered to the board of directors of the Issuer a letter extending the offer contained in its Proposal Letter (the "Second Proposal Extension Letter") until August 20, 2004. Both letters were acknowledged by Constellation and Huneus. The remaining terms of the Proposal Letter remain in full force and effect. The Second Proposal Extension Letter is annexed hereto as Exhibit 4 and incorporated herein by reference.

**Item 7. Material to Be Filed as Exhibits.**

Item 7 of the Schedule 13D is supplemented as follows:

<u>Exhibit No.</u>	<u>Description</u>
6	Second Proposal Extension Letter dated July 31, 2004

**Signature**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 31, 2004

CONSTELLATION BRANDS, INC.

By:           /s/ Thomas J. Mullin          

Name: Thomas J. Mullin, Esq.  
Title: Executive Vice President and  
General Counsel

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Name</u>	<u>Location</u>
6	Second Proposal Extension Letter dated July 31, 2004	Filed herewith

Domaines Barons de Rothschild (Lafite) SCA  
33, rue de la Baume  
75008 Paris  
France

July 31, 2004

Board of Directors  
The Chalone Wine Group, Ltd.  
621 Airpark Road  
Napa, CA 94558

Gentlemen:

We are writing on behalf of ourselves (“**DBR**”), as well as Constellation Brands, Inc. (“**CBI**”) and Huneus Vintners LLC (“**HVI**”, and together with ourselves and CBI, the “**Partners**”), in reference to the offer letter sent to you on May 17, 2004 (the “**Offer Letter**”) proposing a business combination transaction to The Chalone Wine Group, Ltd. (the “**Company**”) and the letter dated June 30, 2004 indicating the extension of that offer (the “**Extension Letter**”).

The Extension Letter stated that the proposal contained in the Offer Letter would remain open for your consideration until July 31, 2004. We hereby extend the duration of the proposal until August 20, 2004. The remaining terms of the Offer Letter remain in full force and effect.

Very truly yours,

DOMAINES BARONS DE ROTHSCHILD  
(LAFITE) SCA

By: /s/ Eric de Rothschild

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Eric de Rothschild, Managing Director

SO ACKNOWLEDGED:

CONSTELLATION BRANDS, INC.

By: /s/ Thomas J. Mullin

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Thomas J. Mullin,  
Executive Vice President and General Counsel

HUNEEUS VINTNERS LLC

By: /s/ Agustin Huneus

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Agustin Huneus, Manager