

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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).

(Print or Type Responses)

| | | | | | |
|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* SANDS ROBERT | | 2. Issuer Name and Ticker or Trading Symbol CONSTELLATION BRANDS, INC. [STZ] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board | |
| (Last) (First) (Middle) C/O CONSTELLATION BRANDS, INC., 207 HIGH POINT DRIVE, BUILDING 100 | | 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2019 | | | |
| (Street) VICTOR, NY 14564 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

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 | 05/01/2019 | | M | | 7,584 | A | \$ 0 (1) | 549,023 | D | |
| Class A Common Stock | 05/01/2019 | | M | | 2,683 | A | \$ 0 (2) | 551,706 | D | |
| Class A Common Stock | 05/01/2019 | | F | | 4,460 | D | \$ 212.09 | 547,246 | D | |
| Class A Common Stock | | | | | | | | 19,329 | I | by Pamela K. Sands 2016 Descendants' Trust (3) |
| Class A Common Stock | | | | | | | | 5,620,092 (4) | I | by RRA&Z Holdings LLC (5) |
| Class A Common Stock | | | | | | | | 1,769 (6) | I | By Spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|---|-----------------|--|----------------------------|---|---|---|---|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Performance Share Units | (2) | 05/01/2019 | | M | | 2,683 | (7) | (7) | Class A Common Stock | 2,683 | \$ 0 | 0 | D | |
| Restricted Stock Units | (1) | 05/01/2019 | | M | | 2,367 | 05/01/2016(8) | (8) | Class A Common Stock | 2,367 | \$ 0 | 0 | D | |
| Restricted Stock Units | (1) | 05/01/2019 | | M | | 1,811 | 05/01/2017(8) | (8) | Class A Common Stock | 1,811 | \$ 0 | 1,810 | D | |
| Restricted Stock Units | (1) | 05/01/2019 | | M | | 1,917 | 05/01/2018(8) | (8) | Class A Common Stock | 1,917 | \$ 0 | 3,833 | D | |

| | | | | | | | | | | | | | | |
|------------------------|-----|------------|--|---|--|-------|---------------|-----|----------------------|-------|------|-------|---|--|
| Restricted Stock Units | (1) | 05/01/2019 | | M | | 1,489 | 05/01/2019(8) | (8) | Class A Common Stock | 1,489 | \$ 0 | 4,465 | D | |
|------------------------|-----|------------|--|---|--|-------|---------------|-----|----------------------|-------|------|-------|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDS ROBERT C/O CONSTELLATION BRANDS, INC. 207 HIGH POINT DRIVE, BUILDING 100 VICTOR, NY 14564 | X | X | Chairman of the Board | |

Signatures

| | |
|---------------------------------------|------------|
| /s/ H. Elaine Ziakas for Robert Sands | 05/03/2019 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Constellation Brands, Inc. Class A Common Stock.
- (2) Each performance share unit represents a contingent right to receive one share of Constellation Brands, Inc. Class A Common Stock.
- These shares are held in a trust for the benefit of the reporting person's stepchildren. The reporting person's spouse is the trustee of this trust. The reporting person disclaims beneficial
- (3) ownership with respect to securities held in this manner, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.
- Except to the extent that the reporting person has a direct or indirect pecuniary interest in securities owned by the applicable trust, partnership or limited liability company, the reporting person
- (4) disclaims beneficial ownership with respect to securities held in this manner. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.
- (5) RRA&Z Holdings LLC ("RRA&Z") is the sole member of WildStar Partners LLC ("WildStar"). WildStar holds a 0.045% co-general partner interest in various Sands Family limited partnerships. The reporting person is a member and co-manager of RRA&Z.
- (6) The reporting person disclaims beneficial ownership with respect to securities held in this manner, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or any other purpose.
- (7) The performance share units disposed of in the reported transaction vested on May 1, 2019. Vested shares are delivered to the reporting person net of shares withheld to satisfy taxes.
- (8) The restricted stock units disposed of in the reported transaction vested on May 1, 2019. Vested shares are delivered to the reporting person net of shares withheld to satisfy taxes.

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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