

|                          |           |
|--------------------------|-----------|
| <b>OMB APPROVAL</b>      |           |
| OMB Number:              | 3235-0287 |
| Estimated average burden |           |
| hours per response:      | 0.5       |

**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*<br><u>HETTERICH F PAUL</u><br><br>(Last) (First) (Middle)<br><u>C/O CONSTELLATION BRANDS, INC.</u><br><u>207 HIGH POINT DRIVE, BUILDING 100</u><br><br>(Street)<br><u>VICTOR NY 14564</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>CONSTELLATION BRANDS, INC. [ STZ ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director _____ 10% Owner _____<br>Officer (give title below) <input checked="" type="checkbox"/> <u>EVP &amp; Pres. Beer</u> Other (specify below) _____ |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/14/2020</u>                    |  |
| 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            | 02/14/2020                           |  | C                              |   | 35,000  | A          | (1)                       | 97,923 <sup>(2)</sup>   | D  |   |
| Class A Common Stock            | 02/14/2020                           |  | S                              |   | 35,000  | D          | \$203.9125 <sup>(3)</sup> | 62,923  | D  |   |
| Class A Common Stock            | 02/18/2020                           |  | S                              |   | 9,375   | D          | \$203.519 <sup>(4)</sup>  | 53,548  | D  |   |

**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 |   |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$24.5   | 02/14/2020                           |  | M                              |   |  | 35,000 | 04/03/2013 <sup>(5)</sup>                                | 04/03/2022      | Class 1 (convertible) Common Stock  | \$0  | 30,280   | D   |  |
| Class 1 (convertible) Common Stock         | (6)  | 02/14/2020                           |  | M                              |   |  | 35,000 | (6)  | (6)             | Class A Common Stock  | \$24.5                                     | 35,000   | D   |  |
| Class 1 (convertible) Common Stock         | (6)  | 02/14/2020                           |  | C                              |   |  | 35,000 | (6)  | (6)             | Class A Common Stock  | \$0  | 0  | D   |  |

**Explanation of Responses:**

- The reported shares of Class A Common Stock were received upon the conversion of shares of Class 1 Common Stock on a one-to-one basis.
- Includes shares of Class A Common Stock acquired in July 2019 and January 2020 under the Constellation Brands, Inc. 1989 Employee Stock Purchase Plan.
- Represents the weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$203.7000 to \$204.4500, inclusive. Upon request by the Commission staff, the issuer, or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- Represents the weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$203.0100 to \$203.8900, inclusive. Upon request by the Commission staff, the issuer, or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- 100% of this option has become exercisable.
- Shares of Class 1 Common Stock are convertible to shares of Class A Common Stock of the Issuer on a one-to-one basis in connection with the holders' sale of the shares of Class A Common Stock received upon the conversion. Class 1 Common Stock is not traded on any stock exchange.

**Remarks:**

/s/ H. Elaine Ziakas for F. Paul Hetterich 02/19/2020

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.