

| 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*<br><u>LOCKE JAMES A III</u><br><br>(Last) (First) (Middle)<br>C/O CONSTELLATION BRANDS, INC.<br>207 HIGH POINT DRIVE, BUILDING 100<br><br>(Street)<br>VICTOR NY 14564<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 (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/30/2021                           |   |
| 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            | 04/30/2021                           |  | C                              |   | 11,341  | A          | (1)          | 11,341  | D  |   |
| Class A Common Stock            | 04/30/2021                           |  | S                              |   | 11,341  | D          | \$240,518(2) | 0   | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |              | 39,517  | I  | James A. Locke III Revocable Trust(3)(4)              |

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)  | \$29.02  | 04/30/2021                           |  | M                              |   | 4,824  |     | 01/27/2013(5)  | 07/27/2022      | Class 1 (convertible) Common Stock  | \$0  | 0  | D   |  |
| Class 1 (convertible) Common Stock         | (6)  | 04/30/2021                           |  | M                              |   | 4,824  |     | (6)  | (6)             | Class A Common Stock  | \$29.02                                    | 4,824  | D   |  |
| Class 1 (convertible) Common Stock         | (6)  | 04/30/2021                           |  | C                              |   | 4,824  |     | (6)  | (6)             | Class A Common Stock  | \$0  | 0  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$21.48  | 04/30/2021                           |  | M                              |   | 6,517  |     | 01/21/2012(5)  | 07/21/2021      | Class 1 (convertible) Common Stock  | \$0  | 0  | D   |  |
| Class 1 (convertible) Common Stock         | (6)  | 04/30/2021                           |  | M                              |   | 6,517  |     | (6)  | (6)             | Class A Common Stock  | \$21.48                                    | 6,517  | D   |  |
| Class 1 (convertible) Common Stock         | (6)  | 04/30/2021                           |  | C                              |   | 6,517  |     | (6)  | (6)             | Class A Common Stock  | \$0  | 0  | D   |  |
| Class 1 (convertible) Common Stock         | (6)  |                                      |  |                                |   |  |     | (6)  | (6)             | Class A Common Stock  |  | 10,447   | I   | James A. Locke III Revocable Trust(4)(7)               |
| Class B (convertible) Common Stock         | (8)  |                                      |  |                                |   |  |     | (8)  | (8)             | Class A Common Stock  |  | 264  | I   | James A. Locke III Revocable Trust(4)(9)               |

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.
- Represents the weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$240.5000 to \$240.8600, 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.
- Reflects a change in beneficial ownership of 39,517 shares of Class A Common Stock from direct to indirect. On April 23, 2021 and April 29, 2021 the reporting person transferred 3,971 and 35,546 shares respectively to the James A. Locke III Revocable Trust.

4. Held by the James A. Locke III Revocable Trust, of which the reporting person is the Trustee and beneficiary.

5. 100% of this option has become exercisable.

6. 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.

7. Reflects a change in beneficial ownership of 10,447 shares of Class 1 Common Stock from direct to indirect. On April 27, 2021, the reporting person transferred 10,447 shares to the James A. Locke III Revocable Trust.

8. Shares of Class B Common Stock are convertible into shares of Class A Common Stock of the Issuer on a one-to-one basis at any time at the option of the holder. The ticker symbol for Class B Common Stock is STZ.B.

9. Reflects a change in beneficial ownership of 264 shares of Class B Common Stock from direct to indirect. On April 29, 2021, the reporting person transferred 264 shares to the James A. Locke III Revocable Trust.

**Remarks:**

/s/ H. Elaine Ziakas, Attorney-  
in-fact

05/04/2021

\*\* 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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