

CONSTELLATION BRANDS, INC.

Form 5

April 14, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
WILSON W KEITH

(Last) (First) (Middle)

**C/O CONSTELLATION BRANDS,
INC., 370 WOODCLIFF DRIVE,
SUITE 300**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
**CONSTELLATION BRANDS, INC.
[STZ/STZ.B]**

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
02/28/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive VP & CHRO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

FAIRPORT, NY 14450

☒ Form Filed by One Reporting Person
☐ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock	Â	Â	Â	Â Â Â Â Â	1,306 (1)	D	Â

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

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SEC 2270
(9-02)

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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 Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount
Non-Qualified Stock Option (right to buy)	\$ 12.15	Â	Â	Â	Â Â	Â (2) 01/22/2012	Class A Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 11.795	Â	Â	Â	Â Â	Â (2) 04/02/2013	Class A Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 11.75	Â	Â	Â	Â Â	04/03/2004(3) 04/03/2013	Class A Common Stock 6
Incentive Stock Option (right to buy)	\$ 15.25	Â	Â	Â	Â Â	06/26/2004(4) 06/26/2013	Class A Common Stock 1
Non-Qualified Stock Option (right to buy)	\$ 16.63	Â	Â	Â	Â Â	Â (2) 04/06/2014	Class A Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 23.02	Â	Â	Â	Â Â	Â (2) 12/23/2014	Class A Common Stock 4
Non-Qualified Stock Option (right to buy)	\$ 27.235	Â	Â	Â	Â Â	Â (2) 04/07/2015	Class A Common Stock 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON W KEITH C/O CONSTELLATION BRANDS, INC. 370 WOODCLIFF DRIVE, SUITE 300 FAIRPORT, NY 14450	Â	Â	Â Executive VP & CHRO	Â

Signatures

H. Elaine Farry For: W. Keith
Wilson

04/14/2006

__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) Includes shares of Class A Common Stock acquired in July 2005 and January 2006 under the Constellation Brands, Inc. 1989 Employee Stock Purchase Plan.
- (2) 100% of this option has become exercisable.
- (3) This option becomes exercisable at the rate of 25% per year beginning on the date specified.
- (4) This option becomes exercisable at the rate of 20% per year beginning on the date specified.

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Remarks:

The information presented in this Form 5 reflects the effect of the Company's two-for-one stock split.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.