

GREER PHILIP
Form 4
December 27, 2004

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREER PHILIP

(Last) (First) (Middle)

ONE EMBARCADERO CENTER
#1060

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MONDAVI ROBERT CORP [mond]

3. Date of Earliest Transaction
(Month/Day/Year)

12/22/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common	12/22/2004		J ⁽¹⁾	18,300 D \$ 56.5	0	D ⁽²⁾	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Options	<u>(3)</u>	12/22/2004		<u>J(1)</u>	21,000	<u>(4)</u> <u>(4)</u>	Class A Common	21,000
Restricted stock	\$ 0	12/22/2004		A	1,000	<u>(5)</u> <u>(5)</u>	Class A Common	1,000
Restricted Stock	\$ 0	12/22/2004		<u>J(1)</u>	1,000	<u>(5)</u> <u>(5)</u>	Class A Common	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREER PHILIP ONE EMBARCADERO CENTER #1060 SAN FRANCISCO, CA 94111			X	

Signatures

Philip Greer
/by:M.Beyer,Attny-in-fact/rmy
**Signature of Reporting Person

12/27/2004
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) Cash merger with Constellation Brands, Inc.
- (2) 10,000 shares held by filer; balance of shares held in a Family Trust and trusts for his grown children, to which filer disclaims beneficial ownership.
- (3) Issued at various prices.
- (4) Options vest 1/12 per month over the twelve month period beginning the date of grant(s) and must be exercised within 10 years form the grant date(s), of if sooner, within 180 days after optionee ceases to be a director.
- (5) vests over 7 years or earlier upon attainment of performance measures.

Note: File three copies of this Form, one of which must be manually signed. If space 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.