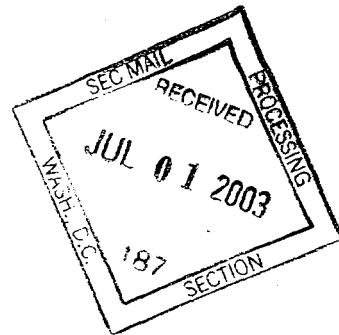




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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

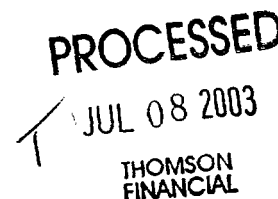
**FORM 11-K**

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Annual report pursuant to Section 15 (d) of the Securities Exchange Act of 1934

For the period ended December 31, 2002

OR



Transition report pursuant to SECTION 15 (d) of the Securities Exchange Act of 1934

Commission file number 0-8251

A. Full title of the plan and the address of the Plan, if different from that of the issuer named below:

**401(k) SAVINGS PLAN FOR HOURLY EMPLOYEES  
AT THE MEMPHIS, TENNESSEE BREWERY**

B. Name of issuer of the securities held pursuant to the Plan and the address of its principal executive officer:

Adolph Coors Co.  
311 10<sup>th</sup> Street  
Golden, Colorado 80401

(a) The Coors 401(k) Savings Plan for Hourly Employees at the Memphis, Tennessee Brewery ("Plan") is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). Therefore, in lieu of requirements of Items 1-3 of Form 11-K, the financial statements and supplemental schedules of the Plan or the fiscal year ended December 31, 2001, which have been prepared in accordance with the financial reporting requirements of ERISA, are filed as a part of this Form 11-K report.

(b) Exhibit  
(23) Consent of Independent Auditor.

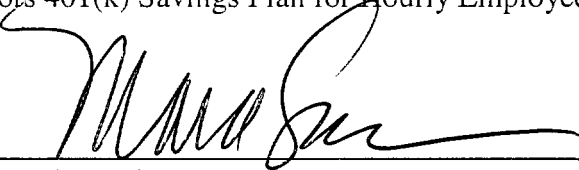
**(99.1) Certification of Mara Swan**

**(99.2) Certification of Timothy V. Wolf**

### SIGNATURES

The Plan. Pursuant to the requirements of the Securities and Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Coors 401(k) Savings Plan for Hourly Employees at the Memphis, Tennessee Brewery



\_\_\_\_\_  
Name: Mara Swan

Group Vice President Human Resources

**COORS 401(k) SAVINGS PLAN  
FOR HOURLY EMPLOYEES AT THE  
MEMPHIS, TENNESSEE BREWERY  
Golden, Colorado**

**FINANCIAL STATEMENTS  
December 31, 2002 and 2001**

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## Independent Auditor's Report

To the Participants and Administrator of the  
Coors 401(k) Savings Plan for Hourly  
Employees at the Memphis, Tennessee Brewery

We have audited the accompanying statements of net assets available for benefits of Coors 401(k) Savings Plan for Hourly Employees at the Memphis, Tennessee Brewery as of December 31, 2002 and 2001 and the related statement of changes in net assets available for benefits for the year ended December 31, 2002. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefit of Coors 401(k) Savings Plan for Hourly Employees at the Memphis, Tennessee Brewery as of December 31, 2002 and 2001 and the changes in net assets available for benefits for the year ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Act of 1974. This supplemental information is the responsibility of the Plan's management. The supplemental information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is presented fairly, in all material respects, in relation to the basic financial statements taken as a whole.

*Clifton Gunderson LLP*

Denver, Colorado  
May 7, 2003

**COORS 401(k) SAVINGS PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**December 31, 2002 and 2001**

	<u>2002</u>	<u>2001</u>
<b>INVESTMENTS</b>		
Investment in Fixed Fund	\$ 6,475,484	\$ 5,975,238
Investment in mutual funds	3,029,258	4,003,053
Investment in Coors stock	244,710	216,903
Participant loans	<u>460,685</u>	<u>434,507</u>
<b>NET ASSETS AVAILABLE FOR BENEFITS</b>	<u><u>\$10,210,137</u></u>	<u><u>\$10,629,701</u></u>

These financial statements should be read only in connection with  
the accompanying summary of significant accounting policies  
and notes to financial statements.

**COORS 401(k) SAVINGS PLAN**  
**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**For the Year Ended December 31, 2002**

**ADDITIONS TO NET ASSETS**

Investment income	
Interest and dividends	\$ 403,754
Contributions	
Participants	<u>1,077,925</u>
Total additions to net assets	<u>1,481,679</u>

**DEDUCTIONS FROM NET ASSETS**

Net depreciation in fair value of investments	823,756
Participant benefit payments	1,075,317
Management fees	<u>2,170</u>
Total deductions from net assets	<u>1,901,243</u>

<b>NET DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS</b>	(419,564)
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<b>NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR</b>	<u>10,629,701</u>
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<b>NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR</b>	<u><u>\$10,210,137</u></u>
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These financial statements should be read only in connection with  
the accompanying summary of significant accounting policies  
and notes to financial statements.

**COORS 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2002 and 2001**

**NOTE 1 – GENERAL DESCRIPTION OF PLAN**

The Coors 401(k) Savings Plan for Hourly Employees at the Memphis, Tennessee Brewery (the “Plan”) was established effective September 1, 1990 and was amended and restated effective January 1, 1998. The Plan’s purpose is to encourage eligible employees of the Memphis, Tennessee brewery of the Adolph Coors Company and subsidiaries (the “Company”) to accumulate savings systematically in order to provide an additional source of income upon retirement, disability or death. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

The Coors Plan Investment and Administration Committee (the “Committee”) consisting of employees and one retiree, is appointed by the Board of Directors of the Adolph Coors Company and acts as fiduciary for the Plan.

**Eligibility**

This Plan covers all hourly employees who are covered employees at the Company’s Memphis, Tennessee brewery and who are members of a collective bargaining unit represented at this brewery location by I.B.T. Local 1196.

**Contributions**

Participants may contribute up to a maximum of 50% in 2002 and 25% in 2001 in whole percentages of their annual compensation, or \$11,000 in 2002 and \$10,500 in 2001.

The Plan was amended effective September 20, 2002 to allow for catch-up contributions for participants aged 50 or older and for matching contributions on such catch-up contributions.

**Participant Accounts**

Fidelity Management Trust Company is responsible for preparing, maintaining and allocating amounts to individual participant’s accounting records. Each participant’s account is credited with the participant’s contribution and an allocation of Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

**Vesting**

Participants are immediately vested in their voluntary contributions and all investment earnings on these contributions are credited to their account.



**COORS 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2002 and 2001**

**NOTE 1 – GENERAL DESCRIPTION OF PLAN (CONTINUED)**

**Distributions**

On termination of service, a participant may receive a lump sum amount equal to the value of his or her account. Distributions are subject to the applicable provisions of the Plan agreement.

**Participant Loans**

Participants may borrow up to 50% of the total value of their accounts. The minimum loan amount is \$1,000 and the maximum loan amount is \$50,000. These loans are available to active employees or parties-in-interest who are participants. Only one loan may be outstanding at any time. The interest rate is set at one percent above prime rate on the first business day of the month in which the loan is made and remains fixed throughout the term of the loan. Loans are subject to certain repayment provisions upon termination of employment, lay-off, unpaid leave of absence or disability. When participants fail to repay their loan balance in accordance with their terms, the unpaid balance is considered a distribution and may be subject to a 10% penalty tax. Participants defaulted on \$42,710 and \$5,274 of loans during 2002 and 2001, respectively.

**Plan Expenses**

Participants pay expenses incurred to manage the Plan's assets in that they are netted against investment earnings. The employer pays all other expenses incident to the administration and record keeping of the Plan.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The Plan's financial statements are prepared on the accrual basis of accounting, and reflect management's estimates and assumptions, such as those regarding fair value, that affect the recorded amounts. Significant estimates used are discussed throughout the notes to financial statements.

**Investment Valuation and Income Recognition**

The Plan's investments are comprised of the following:

**COORS 401(k) SAVINGS PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2002 and 2001**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

The Master Trust, which is comprised of the following investments:

- A Fixed Fund that consists of guaranteed investment contracts (GIC's) with insurance companies and other entities and are stated at contract value (cost plus accrued interest), and Short Term Investment Fund ("STIF"), which is not an investment option, but is rather a portfolio of short-term investments in U.S. Government reserves in which temporarily available cash is invested. The Plan considers cash equivalents to be highly liquid investments with maturities of three months or less. The STIF investments are stated at fair value.
- Mutual funds which are stated at the respective funds' net asset value, which is determined by the investment manager based on market value
- Coors Stock Fund which is a "unitized" stock fund, which holds shares of Adolph Coors Company Class B non-voting common stock stated at the quoted market price at the period end, and cash.

Participant loans are stated at cost, which approximates fair value.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

**Benefits**

Benefit payments are recorded when paid.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Plan provides for various investment options in stocks and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible

**COORS 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2002 and 2001**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

**NOTE 3 - INVESTMENTS IN MASTER TRUST**

The Plan's assets are held by Fidelity Management Trust Company, the Trustee of the Plan, under a Master Trust Agreement, which executes all transactions therein under the direction of the Coors Plan Investment and Administration Committee.

Some of the Plan's investment assets are held in a Fixed Fund, commingled with investment assets of the Company's Savings and Investment Plan. The Company's benefit plans participating in the Fixed Fund collectively own, through the Fixed Fund, the assets, based upon investment percentages. Participant transaction activity is designated to specific plans. Accordingly, each plan's investment percentage in the Fixed Fund is allocated to the various plans based upon the investment percentage on the day the income is earned. All other assets of the Master Trust are participant directed.

The total value of the Fixed Fund was \$232,120,000 and \$217,899,000 at December 31, 2002 and 2001, respectively. The total net investment interest income of the Fixed Fund for the years ended December 31, 2002 and 2001 was approximately \$12,018,000 and \$12,620,000, respectively. The Plan's interest in the Fixed Fund as a percentage of net assets of the Fixed Fund was 2.8% and 2.7% at December 31, 2002 and 2001, respectively.

Included in the Fixed Fund are Guaranteed Investment Contracts (GICs) which are reported in the financial statements at contract value because they are fully benefit responsive. Certain GICs are Synthetic GICs, which include wrapper contracts, which are third party agreements that make a synthetic GIC benefit responsive. There are no reserves against contract value for credit risk of the contract issuers or otherwise. The total fair value and cost of the fully benefit responsive GICs at December 31, 2002 was approximately \$242,898,000 and \$230,619,000, respectively, and at December 31, 2001 was approximately \$213,828,000 and \$208,529,000, respectively. In addition, the total fair value of the wrappers at December 31, 2002 and 2001 was \$0. The portfolio average yield was approximately 5.34% and 5.99%, respectively for 2002 and 2001. The portfolio crediting interest rate was approximately 5.19% and 5.47%, respectively for 2002 and 2001. The crediting interest rate is based on a formula agreed upon with the issuer and is reset quarterly for the Synthetic Investment Contracts, but cannot be less than zero.

The total dividend and interest for the Mutual Fund Investments and for the Coors Stock Fund was \$3,959,000 and \$34,000 respectively, for the year ended December 31, 2002.

**COORS 401(k) SAVINGS PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2002 and 2001**

**NOTE 4 – OTHER INVESTMENT OPTIONS**

The other investment options offered to participants include sixteen mutual funds and the Coors Stock Fund.

**NOTE 5 - INVESTMENTS**

The following investments at December 31, 2002 and 2001 exceed 5% of net assets available for benefits:

<u>Identity</u>	<u>Description</u>	<u>Contract Value</u>	
		<u>2002</u>	<u>2001</u>
Fixed Fund	GICs	\$ 6,433,610	\$ 5,718,276

<u>Identity</u>	<u>Description</u>	<u>Fair Value</u>	
		<u>2002</u>	<u>2001</u>
Fidelity Growth & Income Fund	Mutual Fund	\$ 529,830	\$ 650,146
Fidelity Magellan Fund	Mutual Fund	N/A	547,573
Fidelity Blue Chip Growth Fund	Mutual Fund	N/A	707,634

Net depreciation in fair value of investments is comprised of the following for the years ended December 31:

	<u>2002</u>	<u>2001</u>
Net appreciation (depreciation) in fair value of investments		
Coors Stock Fund	\$ 37,871	\$ (91,793)
Mutual funds	<u>(861,627)</u>	<u>(636,652)</u>
<b>Total</b>	<u>\$ (823,756)</u>	<u>\$ (728,445)</u>

The cost of investments sold or transferred is determined on a participant level by the average cost method.

**NOTE 6 - PLAN TERMINATION**

The Company established the Plan with the intention that it continue indefinitely, but reserves the right to terminate the Plan at any time. In the event of Plan termination, any decrease or increase in net assets as determined by the trustee will be allocated to the participants based on

**COORS 401(k) SAVINGS PLAN  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2002 and 2001**

**NOTE 6 - PLAN TERMINATION (CONTINUED)**

the current investment elections. The entire amount in each participant account will be distributed with the participant's consent.

**NOTE 7 - INCOME TAXES**

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated May 25, 1995, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan's administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

**NOTE 8 - PARTIES-IN-INTEREST TRANSACTIONS**

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("Fidelity"). Fidelity is the trustee as defined by the Plan and, therefore, these transactions are party-in-interest transactions under ERISA. Fees charged to the Plan investments for investment management services by Fidelity were approximately \$26,000 for 2002 and \$29,000 for 2001. Such fees are reported as a reduction to investment return. The Company pays administration fees.

This information is an integral part of the accompanying financial statements

**SUPPLEMENTAL INFORMATION**

**COORS 401(k) SAVINGS PLAN**  
**SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES**  
**December 31, 2002**

<u>Type of Investment/ Investment Contracts</u>	<u>Description</u>	<u>Contract Value/ Wrap Value</u>
CDC Capital	6.48% - 02/03	\$ 348,874
SAFECO	5.66% - 12/03	<u>7,506,394</u>
		<u>7,855,268</u>
 <b><u>Synthetic - Global Wrap</u></b>		
Chase Manhattan	5.43%	55,580,869
	Global Wrap	-
Monumental Life	5.43%	55,580,693
	Global Wrap	-
Rabo Bank	5.43%	55,581,401
	Global Wrap	-
UBS AG	5.43%	55,580,688
	Global Wrap	<u>-</u>
		<u>222,323,651</u>
 <b>Other</b>		
** Fidelity Management Company STIF		<u>1,941,494</u>
 <b>TOTAL FIXED FUND</b>		 <u><u>\$ 232,120,413</u></u>
 <b>PLAN'S INTEREST IN FIXED FUND</b>		 <u><u>\$ 6,475,484</u></u>

**COORS 401(k) SAVINGS PLAN**  
**SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES**  
**December 31, 2002**

<u>Plan's Interest in Corporate Equity Securities and Currency</u>	<u>Description</u>	<u>Units/ Shares</u>	<u>Value Per Unit/ Share</u>	<u>Fair Value</u>
* Adolph Coors Company	Common Stock	5,122.677	47.77	\$ 244,710
<b>Plan's Interest in Mutual Funds</b>				
* Fidelity Magellan	Mutual Fund	5,227.889	78.96	416,742
* Fidelity Growth and Income	Mutual Fund	17,480.361	30.31	529,830
* Fidelity Spartan U.S. Equity Index	Mutual Fund	3,854.710	31.15	120,074
* Fidelity Overseas	Mutual Fund	718.915	22.00	15,816
* Fidelity Fund	Mutual Fund	5,447.594	22.26	121,263
* Fidelity Equity Income	Mutual Fund	4,075.919	39.67	161,692
* Fidelity Blue Chip Growth	Mutual Fund	14,095.392	31.94	450,207
* Fidelity Low-Priced Stock	Mutual Fund	10,452.238	25.17	263,083
* Fidelity Asset Manager	Mutual Fund	2,292.942	13.80	31,643
* Fidelity Asset Manager: Growth	Mutual Fund	5,927.812	11.97	70,956
* Fidelity Asset Manager: Income	Mutual Fund	6,823.627	10.86	74,104
Janus Worldwide	Mutual Fund	9,055.712	32.13	290,960
USAA International	Mutual Fund	1,865.576	15.13	28,226
PIMCO Total Return	Mutual Fund	15,040.520	10.67	160,482
* Fidelity RET Gov't Money Mkt	Money Mkt	77,633.140	1.00	77,633
Invesco Small Company Growth Fund	Mutual Fund	25,996.004	8.33	216,547
				<u>3,029,258</u>
Participant loans				<u>460,685</u>
<b>TOTAL PLAN ASSETS HELD FOR INVESTMENT</b>				<u><u>\$ 10,210,137</u></u>

\* Party-in-interest

\*\* Disclosed at fair value



## EXHIBITS INDEX

Exhibit No.	Description	Page No.
23	Consent of Independent Auditor	14
<b>99.1</b>	<b>Certification of Mara Swan</b>	<b>15</b>
<b>99.2</b>	<b>Certification of Timothy V. Wolf</b>	<b>16</b>

### Consent of Independent Auditor

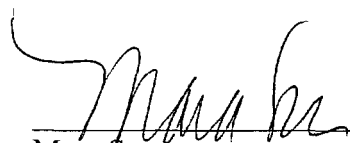
We consent to the incorporation by reference in the Registration Statement (Form S-8, No. 0-8251) pertaining to the Coors 401(k) Savings Plan for Hourly Employees at the Memphis Tennessee Brewery of our report dated May 7, 2003, with respect to the financial statements and supplemental schedules of the Coors Savings and Investment Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2002.

*Clifton Gunderson LLP*

Denver, Colorado  
May 7, 2003

**EXHIBIT 99.1**  
**SECTION 906 CERTIFICATION OF**  
**CHIEF EXECUTIVE OFFICER**

Pursuant to 18 U.S.C. § 1350, the undersigned officer of the Coors 401(k) Savings Plan for Hourly Employees at the Memphis, Tennessee Brewery (the "Plan"), hereby certifies, to such officer's knowledge, that the Plan's Annual Report on Form 11-K for the period from January 1, 2002 to December 31, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

 6-30-03

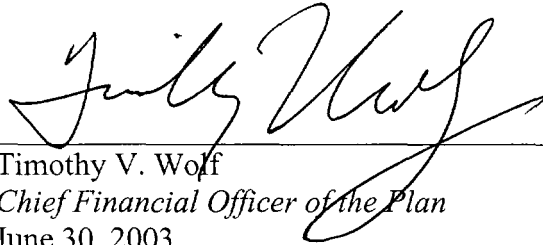
Mara Swan

*Chief Executive Officer of the Plan*

June 30, 2003

**EXHIBIT 99.2**  
**SECTION 906 CERTIFICATION OF**  
**CHIEF FINANCIAL OFFICER**

Pursuant to 18 U.S.C. § 1350, the undersigned officer of the Coors 401(k) Savings Plan for Hourly Employees at the Memphis, Tennessee Brewery (the "Plan"), hereby certifies, to such officer's knowledge, that the Plan's Annual Report on Form 11-K for the period from January 1, 2002 to December 31, 2002 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.



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Timothy V. Wolf  
*Chief Financial Officer of the Plan*  
June 30, 2003