

Grossman Jeanne Farmer
 Form 4
 March 16, 2018

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 *
 Grossman Jeanne Farmer

2. Issuer Name and Ticker or Trading Symbol
 FARMER BROTHERS CO [FARM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 FARMER BROS. CO., 1912
 FARMER BROTHERS DRIVE

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/12/2018

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

NORTHLAKE, TX 76262

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$1.00 par value | 03/12/2018 ⁽¹⁾ | | S | 10,000 | D | \$ 33.2725 <u>(2)</u> | 1,860,063 I Trusts ⁽³⁾ |
| Common Stock, \$1.00 par value | 03/13/2018 | | S | 2,080 | D | \$ 33.5354 <u>(4)</u> | 1,857,983 I Trusts ⁽³⁾ |
| Common Stock, \$1.00 par value | 03/14/2018 | | S | 3,620 | D | \$ 33.5 <u>(5)</u> | 1,854,363 I Trusts ⁽³⁾ |

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Common Stock, \$1.00 par value 18,874 D

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Grossman Jeanne Farmer FARMER BROS. CO. 1912 FARMER BROTHERS DRIVE NORTHLAKE, TX 76262 | X | X | | |

Signatures

/s/ Thomas J. Mattei Jr., Attorney-In-Fact for Jeanne Farmer Grossman 03/16/2018

**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) This Form 4 is being filed late due to an inadvertent administrative error.

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(2) Open market sale. This transaction was executed in multiple trades at prices ranging from \$33.00 to \$33.50; the price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide full information regarding the respective numbers of shares and prices at which these trades were effected upon request to the SEC staff, the Issuer, or a security holder of the Issuer. The Reporting Person continues to meet the Issuer's stock ownership guidelines.

(3) Reflects all of the shares of the Issuer's Common Stock owned directly by various family trusts of which the Reporting Person is the sole trustee, co-trustee, beneficiary, and/or settlor, as reported in the Issuer's Definitive Proxy statement on Schedule 14A filed with the SEC on October 27, 2017, after giving effect to subsequent transactions by the Reporting Person, including this reported transaction. The Reporting Person disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.

(4) Open market sale. This transaction was executed in multiple trades at prices ranging from \$33.50 to \$33.55; the price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide full information regarding the respective numbers of shares and prices at which these trades were effected upon request to the SEC staff, the Issuer, or a security holder of the Issuer. The Reporting Person continues to meet the Issuer's stock ownership guidelines.

(5) Open market sale. This transaction was executed in multiple trades each at a price of \$33.50 per share. The Reporting Person hereby undertakes to provide full information regarding the respective numbers of shares and prices at which these trades were effected upon request to the SEC staff, the Issuer, or a security holder of the Issuer. The Reporting Person continues to meet the Issuer's stock ownership guidelines.

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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