

Grinnell David L.
Form 4
January 02, 2013

FORM 4

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

OMB APPROVAL

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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 *
Grinnell David L.

(Last) (First) (Middle)

C/O THE BOSTON BEER COMPANY, INC., ONE DESIGN CENTER PLACE, SUITE 850

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOSTON BEER CO INC [SAM]

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2013

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)
Vice President of Brewing

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common | 01/01/2013 | | M | 319 | A | \$ 0 | 2,875 | D |
| Class A Common | 01/01/2013 | | M | 422 | A | \$ 0 | 3,297 | D |
| Class A Common | 01/01/2013 | | M | 258 | A | \$ 0 | 3,555 | D |
| Class A Common | 01/01/2013 | | M | 155 | A | \$ 22.59 | 3,710 | D |
| Class A Common | 01/01/2013 | | M | 125 | A | \$ 27.96 | 3,835 | D |

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| | | | | | | | |
|-------------------|------------|---|----|---|--------------|-------|---|
| Class A Common | 01/01/2013 | M | 61 | A | \$ 57.054 | 3,896 | D |
| Class A Common | 01/01/2013 | M | 53 | A | \$ 65.136 | 3,949 | D |

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)

| 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 or Value of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|-----------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Award | \$ 0 | 01/01/2013 | | M | 319 | 01/01/2013 | <u>(1)</u> | Class A Common | 1,593 | \$ |
| Restricted Stock Award | \$ 0 | 01/01/2013 | | M | 422 | 01/01/2013 | <u>(1)</u> | Class A Common | 2,112 | \$ |
| Restricted Stock Award | \$ 0 | 01/01/2013 | | M | 258 | 01/01/2013 | <u>(1)</u> | Class A Common | 1,287 | \$ |
| Restricted Stock Purchase | \$ 22.59 | 01/01/2013 | | M | 155 | 01/01/2013 | <u>(1)</u> | Class A Common | 774 | \$ 22.59 |
| Restricted Stock Purchase | \$ 27.96 | 01/01/2013 | | M | 125 | 01/01/2013 | <u>(1)</u> | Class A Common | 625 | \$ 27.96 |
| Restricted Stock Purchase | \$ 57.054 | 01/01/2013 | | M | 61 | 01/01/2013 | <u>(1)</u> | Class A Common | 306 | \$ 57.054 |
| | \$ 65.136 | 01/01/2013 | | M | 53 | 01/01/2013 | <u>(1)</u> | | 268 | \$ 65.136 |

Restricted
Stock
Purchase

Class A
Common

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grinnell David L. C/O THE BOSTON BEER COMPANY, INC. ONE DESIGN CENTER PLACE, SUITE 850 BOSTON, MA 02210 | | | Vice President of Brewing | |

Signatures

| | |
|---|------------|
| Kathlen H. Wade under POA for the benefit of David Grinnell | 01/02/2013 |
|---|------------|

**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) Restricted Stock Agreement shares granted pursuant to the Issuer's Employee Equity Incentive Plan vest in five equal installments over a five year period, provided that the Reporting Person remains employed by Issuer as of the applicable vesting date. The first installment vests one year from grant date and the final installment vests five years from grant date. Restricted Stock Agreement shares have no expiration date.

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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