

BOSTON BEER CO INC

Form 4

November 12, 2014

FORM 4**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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wade Kathleen H

(Last) (First) (Middle)

C/O THE BOSTON BEER
COMPANY, INC., 1 DESIGN
CENTER PL., 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)
11/10/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP - Legal and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount (A) or (D) Price		
Class A Common	11/10/2014		M		330 A \$ 46.6	10,971 ⁽¹⁾	D
Class A Common	11/10/2014		M		340 A \$ 95.09	11,311 ⁽¹⁾	D
Class A Common	11/10/2014		S		430 D \$ 260	10,881 ⁽¹⁾	D
Class A Common	11/10/2014		S		240 D \$ 262	10,641 ⁽¹⁾	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class A Common Stock Option	\$ 46.6	11/10/2014		M	330	03/01/2011 ⁽²⁾ 12/31/2019	Class A Common 330
Class A Common Stock Option	\$ 95.09	11/10/2014		M	340	03/01/2012 ⁽³⁾ 12/31/2020	Class A Common 340

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wade Kathleen H
C/O THE BOSTON BEER COMPANY, INC.
1 DESIGN CENTER PL., SUITE 850
BOSTON, MA 02210

VP - Legal and Secretary

Signatures

Kathleen H.
Wade 11/12/2014

**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) On the transaction date, the shares reported include 1,856 shares of restricted stock subject to vesting conditions.
- (2) The option vests in five equal installments; the first on March 1, 2011, the most recent on January 1, 2014, and the last installment will vest on January 1, 2015, provided that the Reporting Person is employed by the Issuer on that date.
- (3) The option vests in five equal installments; the first on March 1, 2012, the most recent on January 1, 2014, and the last installment will vest on January 1, 2016, provided that the Reporting Person is employed by the Issuer on that 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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