

FARMER BROTHERS CO

Form 4

February 18, 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 *
HARDING MARK A

(Last) (First) (Middle)

**FARMER BROS.CO., 20333
SOUTH NORMANDIE AVE.**

(Street)

TORRANCE, CA 90502

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2014

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)

SR. V.P. OPERATIONS

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) |
|---|---|---|--------------------------------------|---|--|---|---|
| Common Stock, \$1.00 Par Value | 02/13/2014 | | M | 9,537 A | \$ 18.41 29,369 | D | |
| Common Stock, \$1.00 Par Value | 02/13/2014 | | M | 12,138 A | \$ 18.03 41,507 | D | |
| Common Stock, \$1.00 Par Value | 02/13/2014 | | M | 20,000 A | \$ 9.63 61,507 | D | |

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| | | | | | | | |
|---|------------|---|--------|---|----------------------|--------|---|
| Common Stock, \$1.00 Par Value | 02/13/2014 | M | 20,000 | A | \$ 10.82 | 81,507 | D |
| Common Stock, \$1.00 Par Value | 02/13/2014 | S | 61,675 | D | \$ 20.9163 (1) | 19,832 | D |

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

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SEC 1474
(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. Amount or Number of Shares (Instr. 5) |
|---|---|---|---|---|--|--|--------------------|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | Amount or Number of Shares |
| Stock option (right to buy) | \$ 18.41 | 02/13/2014 | | M | 9,537 | <u>(2)</u> | 12/10/2016 | Common Stock | | 9,537 |
| Stock option (right to buy) | \$ 18.03 | 02/13/2014 | | M | 12,138 | <u>(3)</u> | 12/09/2017 | Common Stock | | 12,138 |
| Stock option (right to buy) | \$ 9.63 | 02/13/2014 | | M | 20,000 | <u>(4)</u> | 05/19/2018 | Common Stock | | 20,000 |
| Stock option (right to buy) | \$ 10.82 | 02/13/2014 | | M | 20,000 | <u>(5)</u> | 02/13/2019 | Common Stock | | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARDING MARK A FARMER BROS.CO. 20333 SOUTH NORMANDIE AVE. TORRANCE, CA 90502 | | | SR. V.P. OPERATIONS | |

Signatures

/s/ Mark J. Nelson, Attorney-in-Fact for Mark A.
Harding

02/18/2014

__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).

Open market sale of shares from 2/13/2014 stock option exercises, with a portion of the proceeds delivered to the issuer for payment of the exercise price of the options. This transaction was executed in multiple trades at prices ranging from \$20.75 to \$21.51; the price reported

- (1) above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer. The reporting person continues to meet the Company's stock ownership guidelines.

- (2) Exercise of non-qualified stock option granted on 12/10/2009 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vested pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable each year on 12/10/2010, 12/10/2011 and 12/10/2012.

- (3) Exercise of non-qualified stock option granted on 12/9/2010 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vested pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable each year on 12/9/2011, 12/9/2012 and 12/9/2013.

- (4) Exercise of non-qualified stock option granted on 5/19/2011 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. 100% of the total number of shares issuable under the option became exercisable on 5/19/2012.

- (5) Exercise of non-qualified stock option granted on 2/13/2012 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. 100% of the total number of shares issuable under the option became exercisable on 2/13/2013.

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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