

FARMER BROTHERS CO

Form 4

November 12, 2015

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nelson Mark Joseph

(Last) (First) (Middle)

FARMER BROS. CO., 13601  
NORTH FREEWAY, SUITE 200

(Street)

FORT WORTH, TX 76177

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2015

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Former Treasurer, CFO

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	11/10/2015		M <sup>(1)</sup>	5,584 A	\$ 13.62 12,568 <sup>(2)</sup>	D	
Common Stock \$1.00 par value	11/10/2015		S	5,584 D	\$ 29.5417 <sup>(3)</sup> 6,984 <sup>(2)</sup>	D	
Common Stock \$1.00 par value	11/11/2015		M <sup>(1)</sup>	2,000 A	\$ 13.62 8,984 <sup>(2)</sup>	D	

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Common  
Stock  
\$1.00 par  
value

11/11/2015

S 2,000 D \$ 29.57  
(4) 6,984 (2) 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.**

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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 13.62	11/10/2015		M	5,584	<u>(1)</u>	05/09/2020	Common Stock	5,584	
Stock Option (right to buy)	\$ 13.62	11/11/2015		M	2,000	<u>(1)</u>	05/09/2020	Common Stock	2,000	

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Nelson Mark Joseph  
FARMER BROS. CO.  
13601 NORTH FREEWAY, SUITE 200  
FORT WORTH, TX 76177

Former Treasurer, CFO

## Signatures

/s/ Thomas J. Mattei, Jr., Attorney-In-Fact for Mark J.  
Nelson

11/12/2015

\_\_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).

Exercise of non-qualified stock option granted on May 9, 2013 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 vest pursuant to

(1) a three year vesting schedule whereby two-thirds of the total number of shares issuable under the option, or 19,630 shares, were exercisable on May 9, 2015 and one-third of the total number of shares issuable under the option, or 9,816 shares, have not vested and are not exercisable as of the transaction date of this report.

(2) Includes a total of 1,037 shares (including 522 shares in fiscal 2015) allocated as of the reporting date to the reporting person pursuant to the Farmer Bros. Co. Employee Stock Ownership Plan.

Open market sale of shares from 11/10/2015 stock option exercise, with a portion of the proceeds delivered to the issuer for payment of the exercise price of the option. This transaction was executed in multiple trades at prices ranging from \$29.50 to \$29.59; the price

(3) reported 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.

Open market sale of shares from 11/11/2015 stock option exercise, with a portion of the proceeds delivered to the issuer for payment of the exercise price of the option. This transaction was executed in multiple trades at prices ranging from \$29.56 to \$29.58; the price

(4) reported 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.

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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