

FARMER BROTHERS CO

Form 4

December 14, 2016

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 *
KEOWN MICHAEL H

(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)
12/12/2016

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)

President, CEO

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)
Common Stock, \$1.00 par value	12/12/2016		M ⁽¹⁾	12,000	A \$ 6.96	59,242	D
Common Stock, \$1.00 par value	12/12/2016		S ⁽²⁾	3,576	D \$ 34.6478 ⁽³⁾	55,666	D
Common Stock, \$1.00 par value	12/12/2016		S ⁽²⁾	8,424	D \$ 35.9844 ⁽⁴⁾	47,242	D

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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. Amount or Number of Shares
Stock Option right to buy)	\$ 6.96	12/12/2016		M	12,000	<u>(1)</u> 05/11/2019	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEOWN MICHAEL H FARMER BROS. CO. 13601 NORTH FREEWAY, SUITE 200 FORT WORTH, TX 76177	X		President, CEO	

Signatures

/s/ Thomas J. Mattei, Jr., Attorney-In-Fact for Michael H.
Keown 12/14/2016

__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) Exercise of non-qualified stock option granted on May 11, 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. The option 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 5/11/2013, 5/11/2014 and 5/11/2015.

(2) This sale was made pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

(3)

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Open market sale of shares from 12/12/2016 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 \$34.15 to \$35.15; the price 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. The reporting person continues to meet the Company's stock ownership guidelines.

- Open market sale of shares from 12/12/2016 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 \$35.15 to \$36.15; 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. The reporting person continues to meet the Company'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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