

FARMER BROTHERS CO

Form 4

December 02, 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
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(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)
11/30/2015

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 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	11/30/2015		M ⁽¹⁾	1,318 A	\$ 21.33 8,302	D	
Common Stock, \$1.00 par value	11/30/2015		S	1,318 D	\$ 29.671 6,984 ⁽³⁾	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**

SEC 1474
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 21.33	11/30/2015		M	1,318	<u>(1)</u>	12/12/2020	Common Stock	1,318	

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
12/02/2015

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 December 12, 2013 under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vest pursuant to a three year vesting schedule based on the Company's achievement of
- (1) performance targets whereby one-third of the total number of shares issuable under the option, or 6,265 shares, were exercisable on December 12, 2014 and two-thirds of the total number of shares issuable under the option, or 12,532 shares, have not vested and are not exercisable as of the transaction date of this report.
- (2) Open market sale of shares from 11/30/2015 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 \$29.47 to \$30.01; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the

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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 resigned from his employment with the Company effective 11-30-2015. Under the terms of the applicable award
- (3) agreements, effective upon the reporting person's resignation from employment, (i) all then unvested stock options will be cancelled; and (ii) all then remaining restricted stock will be immediately forfeited.

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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