

FARMER BROTHERS CO  
Form 4  
February 11, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MATTEI THOMAS J JR**

(Last) (First) (Middle)  
**FARMER BROS. CO., 20333 S  
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)

**02/09/2015**

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

**GENERAL COUNSEL**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock \$1.00 par value   | 02/09/2015                           |  | P                              |   | 300   | A  | \$ 25<br>(1)                      |
|                                 |                                      |  |                                |   | 1,215   | 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)**

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| 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. F...  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------|
| Stock Option (right to buy)                | \$ 23.44   | 02/09/2015                           |  | A                              | 4,281   | (2) 02/09/2022   | Common Stock  | 4,281 \$ |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| MATTEI THOMAS J JR<br>FARMER BROS. CO.,<br>20333 S NORMANDIE AVE<br>TORRANCE, CA 90502 |               |           | GENERAL COUNSEL |       |

## Signatures

/s/ Thomas J. Mattei Jr. 02/11/2015

\_\_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).
- (1) Open market purchase. This transaction was executed in multiple trades at a price of \$25.00. The price reported above is the weighted average purchase price. The Reporting Person hereby undertakes to provide upon request by the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.
- (2) Grant of non-qualified stock option under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan ("Plan"); the stock option vests pursuant to a three year vesting schedule, whereby one-third of the total number of shares issuable under the option becomes exercisable each year on the anniversary of the grant date, commencing on February 9, 2016, based on the Company's achievement of a modified net income target for each fiscal year of the performance period as approved by the Compensation Committee, subject to catch-up vesting of previously unvested shares in a subsequent year within the three year period in which a cumulative modified net income target as approved by the Compensation Committee is achieved and the acceleration provisions of the Plan and stock option agreement, and subject to the participant's employment by the Company or service on the Board of Directors of the Company on the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.