FARMER BROTHERS CO

Form 4

December 07, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * PETH RENE ELAINE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FARMER BROTHERS CO [FARM]

3. Date of Earliest Transaction

(Check all applicable)

(First)

(Month/Day/Year)

12/03/2015

Director 10% Owner Officer (give title __X_ Other (specify

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

below) below) VP, CORPORATE CONTROLLER

6. Individual or Joint/Group Filing(Check

(Street)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

FORT WORTH, TX 76177

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially

Owned

6. Ownership Form: Direct (D) or Indirect Beneficial

7. Nature of Indirect Ownership

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(I)

(Instr. 4)

(Instr. 3 and 4)

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

(Month/Day/Year)

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. l Underlying Securities De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 29.48	12/03/2015		A		4,360		<u>(1)</u>	12/03/2022	Common Stock	4,360

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PETH RENE ELAINE FARMER BROS. CO. 13601 NORTH FREEWAY, SUITE 200 FORT WORTH, TX 76177

VP, CORPORATE CONTROLLER

(In

Signatures

/s/Thomas J. Mattei, Jr., Attorney-In-Fact for Rene E. Peth

12/07/2015

**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).
 - 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 December 3, 2016, based on the Company's
- (1) achievement of a modified net income target for fiscal 2016 ("Target") as approved by the Compensation Committee, subject to 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. Twenty percent (20%) of the total number of shares subject to each stock option will be forfeited if the Company's actual modified net income for fiscal 2016 is lower than the Target.

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.

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