

FARMER BROTHERS CO
Form 4
November 30, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)

11/25/2015

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)
Former Treasurer, CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, \$1.00 par value | 11/25/2015 | | M ⁽¹⁾ | | 798 | A | \$ 13.62 |
| | | | | | | | 7,782 |
| Common Stock, \$1.00 par value | 11/25/2015 | | S | | 798 | D | \$ 29.6026 |
| | | | | | | | (2) |
| Common Stock, \$1.00 par value | 11/25/2015 | | M ⁽³⁾ | | 3,806 | A | \$ 21.33 |
| | | | | | | | 10,790 |

Edgar Filing: FARMER BROTHERS CO - Form 4

| | | | | | | | |
|--------------------------------|------------|------------------|-------|---|-------------------|-------|---|
| Common Stock, \$1.00 par value | 11/25/2015 | S | 3,806 | D | \$ 29.6026 (2) | 6,984 | D |
| Common Stock, \$1.00 par value | 11/27/2015 | M ⁽³⁾ | 1,441 | A | \$ 21.33 | 8,425 | D |
| Common Stock, \$1.00 par value | 11/27/2015 | S | 1,441 | D | \$ 29.6045 (4) | 6,984 | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 13.62 | 11/25/2015 | | M | 798 | ⁽¹⁾ 05/09/2020 | Common Stock | 798 |
| Stock option (right to buy) | \$ 21.33 | 11/25/2015 | | M | 3,806 | ⁽³⁾ 12/12/2020 | Common Stock | 3,806 |
| Stock option (right to buy) | \$ 21.33 | 11/27/2015 | | M | 1,441 | ⁽³⁾ 12/12/2020 | Common Stock | 1,441 |

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 | 11/30/2015 |
| **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.
- Open market sale of shares from 11/25/2015 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 \$29.60 to \$29.62; the price
- (2) 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.
- 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
- (3) 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.
- Open market sale of shares from 11/27/2015 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 \$29.60 to \$29.6650; 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. 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.