ROPER MARTIN F
Form 4
January 04, 2005

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROPER MARTIN F

(Last) (First) (Middle)

C/O THE BOSTON BEER COMPANY, INC., 75 ARLINGTON STREET

(Street)

BOSTON, MA 02166

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BOSTON BEER CO INC [SAM]

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and C.E.O.

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 (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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common	01/01/2005		M		1,724	A	$ 4.2938	1,724	D	
Class A Common	01/01/2005		M		1,790	A	$ 5.3063	3,514	D	
Class A Common	01/01/2005		M		1,248	A	$ 8.68	4,762	D	
Class A Common	01/01/2005		M		2,278	A	$ 11.079	7,040	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Purchase	$ 4.2938	01/01/2005		M			1,724	(1)	(1)	Class A Common	8,604
Restricted Stock Purchase	$ 5.6063	01/01/2005		M			1,790	(1)	(1)	Class A Common	8,948
Restricted Stock Purchase	$ 8.68	01/01/2005		M			1,248	(1)	(1)	Class A Common	6,240
Restricted Stock Purchase	$ 11.079	01/01/2005		M			2,278	(1)	(1)	Class A Common	11,393
Stock Options (Right to Buy)	$ 21.14	01/01/2005		A		15,000		(2)	(2)	Class A Common	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROPER MARTIN F C/O THE BOSTON BEER COMPANY, INC. 75 ARLINGTON STREET BOSTON, MA 02166	X		President and C.E.O.	

Signatures

Martin F. Roper	01/04/2005
	Date

**Signature of Reporting Person

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) Restricted Stock Purchase pursuant to the Investment Share Program under the issuer's Employee Equity Incentive Plan, shares vest at 20% over 5 years from date of purchase.

(2) Reporting Person's right to exercise this option is subject to contingent vesting. The option may become exercisable as to a maximum of 3,000 shares on May 31 in each of the years 2006, 2007, 2008, 2009 and 2010. The actual number of shares as to which the option shall become exercisable in any year is dependent upon Company performance against a benchmark determined by the Company's Board of Directors. The option shall lapse as to any shares that do not become vested in a particular year.

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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