

BOSTON BEER CO INC
Form 4
March 09, 2006

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 *
MARTIN MONICA M

(Last) (First) (Middle)

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

(Street)

BOSTON, MA, X1 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BOSTON BEER CO INC [SAM]

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

03/08/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Dir. of Finance & Controller

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 | 03/08/2006 | | M | | 400 | A | \$ 14.47 | 1,396 | D |
| Class A Common | 03/08/2006 | | M | | 1,500 | A | \$ 18.465 | 2,896 | D |
| Class A Common | 03/08/2006 | | M | | 400 | A | \$ 21.14 | 3,296 | D |
| Class A Common | 03/08/2006 | | S | | 2,300 | D | \$ 27 | 996 | D |

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

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(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 | 9. Exercise Price |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|----------------------|
| Stock Option (Right to Buy) | \$ 14.47 | 03/08/2006 | | M | 400 | <u>(1)</u> 01/01/2014 | Class A Common | 2,500 | \$ |
| Stock Options (Right to Buy) | \$ 18.465 | 03/08/2006 | | M | 1,500 | <u>(2)</u> 01/01/2014 | Class A Common | 7,500 | \$ |
| Stock Options (Right to Buy) | \$ 21.14 | 03/08/2006 | | M | 400 | <u>(3)</u> 01/01/2015 | Class A Common | 2,000 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| MARTIN MONICA M C/O BOSTON BEER COMPANY, INC. 75 ARLINGTON STREET BOSTON, MA, X1 02116 | Dir. of Finance & Controller |

Signatures

Kathleen H. Wade under POA for the benefit of Monica M.
Martin

03/08/2006

**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) Of the remaining 1,000 options shares, 500 shares vest on 1/1/07 and 1/1/08

(2) Of these option shares, 1,500 will vest on 1/1/07, 1/1/08 and 1/1/09

(3) Of these option shares, 400 will vest on 1/1/07, 1/1/08, 1/1/09 and 1/1/10

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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