#### KEOWN MICHAEL H

Form 4

December 11, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

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January 31, 2005

0.5

response...

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obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * KEOWN MICHAEL H			2. Issuer Name <b>and</b> Ticker or Trading Symbol FARMER BROTHERS CO [FARM]			5. Relationship of Reporting Person(s) to Issuer		
						(Check all applicable)		
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction			`	• • • • • • • • • • • • • • • • • • • •	,
			(Month/Day/Year)			_X_ Director	10%	6 Owner
20333 S. NORMANDIE AVE.			12/07/2012			X Officer (give title Other (specify below) PRESIDENT, CEO		
(Street) TORRANCE, CA 90502			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person		
						Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table	I - Non-Do	erivative Securities Acq	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	emed on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Common

Stock, \$1.00 par

value

12/07/2012

Α

Code V Amount

8,840 Α

(1)

Price

or

(D)

57,154

D

Transaction(s)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		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	
Stock Option (Right to Buy)	\$ 11.81	12/07/2012		A	70,000	(2)	12/07/2019	Common Stock	70,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting of their remarks and their	Director	10% Owner	Officer	Other		
KEOWN MICHAEL H 20333 S. NORMANDIE AVE. TORRANCE, CA 90502	X		PRESIDENT, CEO			

## **Signatures**

/s/ Jeffrey A. Wahba, Attorney-In-Fact

\*\*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) Grant of restricted stock under the 2007 Omnibus Plan; 100% of the shares will vest on December 7, 2015, subject to acceleration provisions of the 2007 Omnibus Plan and restricted stock agreement.
- Grant of non-qualified stock option; 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 7, 2013, subject to acceleration provisions of the 2007 Omnibus Plan and stock option agreement.

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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