

FARMER BROTHERS CO  
Form 4  
March 13, 2017

**FORM 4**

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

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).

**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 \*  
**KEOWN MICHAEL H**

(Last) (First) (Middle)

**FARMER BROS. CO., 1912  
FARMER BROTHERS DRIVE**

(Street)

**NORTHLAKE, TX 76262**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**FARMER BROTHERS CO [FARM]**

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

**03/10/2017**

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)

President, CEO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock, \$1.00 par value  | 03/10/2017                           |  | M <sup>(1)</sup>               |   | 12,000  | A  | \$ 6.96   |
|                                 |                                      |  |                                |   |   |  | 59,242  |
| Common Stock, \$1.00 par value  | 03/10/2017                           |  | S <sup>(2)</sup>               |   | 12,000  | D  | \$ 31.6579  |
|                                 |                                      |  |                                |   |   |  | 47,242  |

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**

SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock option (right to buy)                | \$ 6.96  | 03/10/2017                           |  | M                              | 12,000  | <u>(1)</u> 05/11/2019                                    | Common Stock  | 12,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| KEOWN MICHAEL H<br>FARMER BROS. CO.<br>1912 FARMER BROTHERS DRIVE<br>NORTHLAKE, TX 76262 | X             |           | President, CEO |       |

## Signatures

/s/ Thomas J. Mattei, Jr., Attorney-In-Fact for Michael H. Keown 03/13/2017

\_\_\_\_\_  
\*\*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) Exercise of non-qualified stock option granted on May 11, 2012 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 option vested pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable each year on 5/11/2013, 5/11/2014 and 5/11/2015.

(2) This sale was made pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

(3) Open market sale of shares from 3/10/2017 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 \$31.35 to \$32.175; the price 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. The reporting person continues to meet the Company's stock ownership guidelines.

**Remarks:**

Ex 24 Limited Power of Attorney attached.

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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