

MORTENSEN THOMAS W
Form 3
April 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MORTENSEN THOMAS W</p> <p>(Last) (First) (Middle)</p> <p>20333 S. NORMANDIE AVE.</p> <p>(Street)</p> <p>TORRANCE,Â CAÂ 90502</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/28/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FARMER BROTHERS CO [FARM]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SR. VICE PRES.OF ROUTE SALES</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock \$1 par value | 1,308 | D | Â |
| Common Stock \$1 par value | 6,948 ⁽¹⁾ | I | Held in Employee Stock Ownership Plan. |
| Common Stock \$1 par value | 465 ⁽²⁾ | D | Â |
| Common Stock \$1 par value | 465 ⁽³⁾ | D | Â |
| Common Stock \$1 par value | 1,070 ⁽⁴⁾ | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: MORTENSEN THOMAS W - Form 3

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|---|---|---|
| | Date Exercisable | Expiration Date | | | | |
| Stock Option (right to buy) | Â <u>(5)</u> | 02/20/2015 | Common Stock | 3,000 | \$ 22.7 | D Â |
| Stock Option (right to buy) | Â <u>(6)</u> | 12/11/2015 | Common Stock | 3,000 | \$ 21.76 | D Â |
| Stock Option (right to buy) | Â <u>(7)</u> | 12/10/2016 | Common Stock | 3,035 | \$ 18.41 | D Â |
| Stock Option (right to buy) | Â <u>(8)</u> | 12/09/2017 | Common Stock | 3,035 | \$ 18.03 | D Â |
| Stock Option (right to buy) | Â <u>(9)</u> | 12/08/2018 | Common Stock | 3,035 | \$ 7.32 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORTENSEN THOMAS W 20333 S. NORMANDIE AVE. TORRANCE, CA 90502 | Â | Â | Â SR. VICE PRES.OF ROUTE SALES | Â |

Signatures

/s/ Larry B. Garrett,
Attorney-In-Fact

04/03/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares that have been allocated to the reporting person as of the date of this filing pursuant to the Employee Stock Ownership Plan.
- (2) Restricted stock granted to reporting person on December 10, 2009 under the 2007 Omnibus Plan; 100% of the shares will vest on December 10, 2012, subject to acceleration provisions of the 2007 Omnibus Plan and restricted stock agreement.
- (3) Restricted stock granted to reporting person on December 9, 2010 under the 2007 Omnibus Plan; 100% of the shares will vest on December 9, 2013, subject to acceleration provisions of the 2007 Omnibus Plan and restricted stock agreement.
- (4) Restricted stock granted to reporting person on December 8, 2011 under the 2007 Omnibus Plan; 100% of the shares will vest on December 8, 2014, subject to acceleration provisions of the 2007 Omnibus Plan and restricted stock agreement.
- (5) Non-qualified stock option granted to reporting person on February 20, 2008, which stock option vested fully on February 20, 2011. 100% of the shares are vested and exercisable as of the date of this filing.
- (6) Non-qualified stock option granted to reporting person on December 11, 2008, which stock option vested fully on December 11, 2011. 100% of the shares are vested and exercisable as of the date of this filing.

Edgar Filing: MORTENSEN THOMAS W - Form 3

(7) Non-qualified stock option granted to reporting person on December 10, 2009. 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 10, 2009, subject to the acceleration provisions of the 2007 Omnibus Plan and stock option agreement. As of the date of this filing, 2,023 shares are vested and exercisable.

(8) Non-qualified stock option granted to reporting person on December 9, 2010. 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 9, 2010, subject to the acceleration provisions of the 2007 Omnibus Plan and stock option agreement. As of the date of this filing, 1,011 shares are vested and exercisable.

(9) Non-qualified stock option granted to reporting person on December 8, 2011. 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 8, 2011, subject to the acceleration provisions of the 2007 Omnibus Plan and stock option agreement. As of the date of this filing, none of the shares is vested and exercisable.

Â

Remarks:

ExhibitÂ 24.Â PowerÂ ofÂ AttorneyÂ attached.

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.