

FARMER BROTHERS CO  
Form 3  
December 10, 2014

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

OMB APPROVAL

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**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)

|   |         |  |  |   |
|---|---------|--|--|---|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement   | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |   |
| Â MATTEI THOMAS J JR                      |         | (Month/Day/Year)   | FARMER BROTHERS CO [FARM]                          |   |
| (Last)                                    | (First) | (Middle)   | 12/04/2014   |   |
| FARMER BROS. CO.,,Â 20333                 |         | 4. Relationship of Reporting Person(s) to Issuer   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| S NORMANDIE AVE                           |         |  |  |   |
| (Street)                                  |         | (Check all applicable)   |  |   |
| TORRANCE,Â CAÂ 90502                      |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>GENERAL COUNSEL |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)  |  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)           | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|--|--|---|--|
| Common Stock \$1.00 par value <sup>(1)</sup> | 428 <sup>(1)</sup>                                       | D   | Â  |
| Common Stock \$1.00 par value                | 487 <sup>(2)</sup>                                       | I   | By ESOP allocation                                       |

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)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

## Edgar Filing: FARMER BROTHERS CO - Form 3

|  | Date<br>Exercisable | Expiration<br>Date | Title        | Amount or<br>Number of<br>Shares | Derivative<br>Security | Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|--|---------------------|--------------------|--------------|----------------------------------|------------------------|---|---|
| Stock option (Right to Buy) <sup>(3)</sup> | Â <u>(3)</u>        | 02/27/2020         | Common Stock | 2,720                            | \$ 13.09               | D   | Â |
| Stock option (Right to Buy) <sup>(4)</sup> | Â <u>(4)</u>        | 12/12/2020         | Common Stock | 3,760                            | \$ 21.33               | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| MATTEI THOMAS J JR<br>FARMER BROS. CO.,<br>20333 S NORMANDIE AVE<br>TORRANCE, CA 90502 | Â             | Â         | Â GENERAL COUNSEL | Â     |

## Signatures

/s/ Thomas J.  
Mattei, Jr. 12/10/2014

\_\_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) Restricted stock granted on February 27, 2013 under the Farmer Bros. Co. 2007 Omnibus Plan (the "Omnibus Plan"); 100% of the shares will vest on February 27, 2016, subject to acceleration provisions set forth in the Omnibus Plan and restricted stock agreement.
- (2) Allocated as of the reporting date to the reporting person pursuant to the Farmer Bros. Co. Employee Stock Ownership Plan.  
Grant of non-qualified stock option under the Omnibus Plan; the stock option vests pursuant to a three-year vesting schedule, whereby
- (3) one-third of the total number of shares issuable under the option becomes exercisable each year on the anniversary of the grant date, subject to acceleration provision set forth in the Omnibus Plan and stock option agreement.  
Grant of non-qualified stock option under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan; one-third of the total number of shares subject to the stock option vested on the first anniversary of the grant date based on the Company's achievement of a modified net income target for the first fiscal year of the performance period as approved by the Company's Compensation Committee,
- (4) and the remaining two-thirds of the total number of shares subject to the stock option will vest on the third anniversary of the grant date based on the Company's achievement of a cumulative modified net income target for all three years during the performance period as approved by the Company's Compensation Committee, in each case, subject to the participant's continued employment by the Company or service on the Board of Directors of the Company on the vesting date.

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### Remarks:

ExÂ 24Â LimitedÂ 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.