

Grossman Jeanne Farmer
Form 4
March 09, 2018

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grossman Jeanne Farmer

(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)

03/07/2018

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)

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 (A) or (D)	Price	
Common Stock, \$1.00 par value	03/07/2018		S		5,000	D \$ 31.5	1,885,063 I Trusts ⁽¹⁾
Common Stock, \$1.00 par value	03/08/2018		S		5,000	D \$ 31.532 ⁽²⁾	1,880,063 I Trusts ⁽¹⁾
Common Stock, \$1.00 par value	03/07/2018		S		10,000	D \$ 32.0834 ⁽³⁾	1,870,063 I Trusts ⁽¹⁾

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Common
Stock,
\$1.00 par
value

18,874 D

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Grossman Jeanne Farmer
FARMER BROS. CO.
1912 FARMER BROTHERS DRIVE
NORTHLAKE, TX 76262

X

Signatures

/s/ Thomas J. Mattei Jr., Attorney-In-Fact for Jeanne Farmer
Grossman

03/09/2018

__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) Reflects all of the shares of the Issuer's Common Stock owned directly by various family trusts of which the Reporting Person is the sole trustee, co-trustee, beneficiary, and/or settlor, as reported in the Issuer's Definitive Proxy statement on Schedule 14A filed with the SEC

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on October 27, 2017, after giving effect to subsequent transactions by the Reporting Person, including this reported transaction. The Reporting Person disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.

- (2) Open market sale. This transaction was executed in multiple trades at prices ranging from \$31.50 to \$31.675; the price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide full information regarding the respective numbers of shares and prices at which these trades were effected upon request to the SEC staff, the Issuer, or a security holder of the Issuer. The Reporting Person continues to meet the Issuer's stock ownership guidelines.

- (3) Open market sale. This transaction was executed in multiple trades at prices ranging from \$32.00 to \$32.30; the price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide full information regarding the respective numbers of shares and prices at which these trades were effected upon request to the SEC staff, the Issuer, or a security holder of the Issuer. The Reporting Person continues to meet the Issuer's stock ownership guidelines.

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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