

FARMER BROTHERS CO  
Form 4  
December 02, 2015

**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 \*  
Nelson Mark Joseph

(Last) (First) (Middle)

FARMER BROS. CO., 13601  
NORTH FREEWAY, SUITE 200

(Street)

FORT WORTH, TX 76177

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FARMER BROTHERS CO [FARM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2015

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)  
Former Treasurer, CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock, \$1.00 par value  | 11/30/2015                           |  | M <sup>(1)</sup>               |   | 1,318   | A  | \$ 21.33                          |
| Common Stock, \$1.00 par value  | 11/30/2015                           |  | S                              |   | 1,318   | D  | \$ 29.671 <sup>(2)</sup>          |
|                                 |                                      |  |                                |   |   |  | 8,302                             |
|                                 |                                      |  |                                |   |   |  | 6,984 <sup>(3)</sup>              |

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)

required to respond unless the form displays a currently valid OMB control number.

**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)                | \$ 21.33   | 11/30/2015                           |  | M                              | 1,318   | <u>(1)</u> 12/12/2020                                    | Common Stock  | 1,318                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                       |
|--|---------------|-----------|---------|-----------------------|
|  | Director      | 10% Owner | Officer | Other                 |
| Nelson Mark Joseph<br>FARMER BROS. CO.<br>13601 NORTH FREEWAY, SUITE 200<br>FORT WORTH, TX 76177 |               |           |         | Former Treasurer, CFO |

## Signatures

/s/ Thomas J. Mattei, Jr., Attorney-In-Fact for Mark J. Nelson  
12/02/2015

\*\*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).
- Exercise of non-qualified stock option granted on December 12, 2013 under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vest pursuant to a three year vesting schedule based on the Company's achievement of
- (1) performance targets whereby one-third of the total number of shares issuable under the option, or 6,265 shares, were exercisable on December 12, 2014 and two-thirds of the total number of shares issuable under the option, or 12,532 shares, have not vested and are not exercisable as of the transaction date of this report.
  - (2) Open market sale of shares from 11/30/2015 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 \$29.47 to \$30.01; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the

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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 resigned from his employment with the Company effective 11-30-2015. Under the terms of the applicable award

- (3) agreements, effective upon the reporting person's resignation from employment, (i) all then unvested stock options will be cancelled; and (ii) all then remaining restricted stock will be immediately forfeited.

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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