

Grossman Jeanne Farmer
 Form 4
 January 09, 2018

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 *
 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)

01/05/2018

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 | 01/05/2018 | | J ⁽¹⁾ | V 732,947 D \$ 0 | 1,169,236 ⁽²⁾ | I | Trusts ⁽³⁾ |
| Common Stock, \$1.00 par value | 01/05/2018 | | J ⁽¹⁾ | V 732,947 A \$ 0 | 1,169,236 ⁽²⁾ | I | Trusts ⁽³⁾ |
| Common Stock, \$1.00 par value | | | | | 18,874 | D | |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title 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 | 01/09/2018 |
| **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).
- These shares were transferred pursuant to court order, in a series of transactions not involving a sale and all having an effective date of January 5, 2018, between certain of the trusts referenced in column 7 (the "Trusts"), as follows: (i) an aggregate of 12,120 shares were transferred from Trusts of which Reporting Person was then a co-trustee and not a beneficiary to Trusts of which Reporting Person is the sole trustee and not a beneficiary; (ii) an aggregate of 489,640 shares were transferred from Trusts of which Reporting Person was then the sole beneficiary and not a trustee to Trusts of which Reporting Person is the sole beneficiary and the sole trustee; and (iii) an aggregate of 231,187 shares were transferred from Trusts of which Reporting Person was then a beneficiary and not a trustee to Trusts of which Reporting Person is the sole beneficiary and the sole trustee.
- (2)

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The number of shares of Common Stock beneficially owned indirectly by the Reporting Person did not change as the result of these inter-trust transfers.

- (3) Reflects the Reporting Person's beneficial ownership of shares of Common Stock held in 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 on October 27, 2017, after giving effect to the subsequent transactions by the Reporting Person including the reported transaction.

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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