

BOSTON BEER CO INC
Form SC 13G/A
February 10, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 01)*

The Boston Beer Company, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

100557107

(CUSIP Number)

Calendar Year 2004

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13G
CUSIP No. 100557107

| | |
|----|--|
| 1. | Names of Reporting Persons. Martin F. Roper I.R.S. Identification Nos. of above persons (entities only). |
|----|--|

| | |
|----|---|
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
|----|---|

| | |
|----|--------------|
| 3. | SEC USE ONLY |
|----|--------------|

| | |
|----|--|
| 4. | Citizenship or Place of Organization U.S.A. |
|----|--|

| | | |
|---|----|-----------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. | Sole Voting Power 659,972 |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 645,323 |
| | 8. | Shared Dispositive Power 0 |

| | |
|----|---|
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 659,972 |
|----|---|

| | |
|-----|--|
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
|-----|--|

| | |
|-----|---|
| 11. | Percent of Class Represented by Amount in Row (9) 6.2% |
|-----|---|

| | |
|-----|------------------------------------|
| 12. | Type of Reporting Person IN |
|-----|------------------------------------|

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Item 1.

- (a) Name of Issuer
The Boston Beer Company, Inc.
- (b) Address of Issuer's Principal Executive Offices
75 Arlington Street
Boston, MA 02116

Item 2.

- (a) Name of Person Filing
Martin F. Roper
- (b) Address of Principal Business Office or, if none, Residence
75 Arlington Street
Boston, MA 02116
- (c) Citizenship
U.S.A.
- (d) Title of Class of Securities
Class A Common Stock
- (e) CUSIP Number
100557107

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount beneficially owned:

As of December 31, 2004, Mr. Roper owned no shares of the Issuer's Class A Common Stock directly, but (i) had the right to acquire 638,283 shares of the Issuer's Class A Common Stock upon the exercise of stock options which were vested as of December 31, 2004 or which would vest within 60 days thereof; (ii) would received 7,040 shares of the Issuer's Class A Common Stock upon the vesting of certain restricted stock grants within 60 days of December 31, 2004; and (iii) had the right to vote an additional 14,649 unvested shares received in restricted stock grants.

(b) Percent of class:

6.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

659,972

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

645,323

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Instruction: Dissolution of a group requires a response to this item.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Item 10.

Certification

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2005

MARTIN F. ROPER

By: /s/ Martin F. Roper

Martin F. Roper