

FARMER BROTHERS CO

Form 4

November 14, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BIXBY SCOTT W

(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)
11/10/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SENIOR VP, GENERAL MANAGER DSD

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
								S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (right to buy)	\$ 32.85	11/10/2016	A		15,030		<u>(1)</u>	11/10/2023	Common Stock		15,030

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BIXBY SCOTT W FARMER BROS. CO. 13601 NORTH FREEWAY, SUITE 200 FORT WORTH, TX 76177	SENIOR VP,GENERAL MANAGER DSD

Signatures

/s/ Thomas J. Mattei, Jr., Attorney-In-Fact for Scott W.
Bixby 11/14/2016

__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) Grant of non-qualified stock option under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan ("Plan"); the stock option vests pursuant to a three year vesting schedule, whereby one-third of the total number of shares issuable under the option becomes exercisable each year on the anniversary of the grant date, commencing on November 10, 2017, based on the Company's achievement of a modified net income target for fiscal 2017 ("Target") as approved by the Compensation Committee, and the acceleration provisions of the Plan and stock option agreement, and subject to the participant's employment by the Company or service on the Board of Directors of the Company on the applicable vesting date. Twenty percent (20%) of the total number of shares subject to each stock option will be forfeited if the Company's actual modified net income for fiscal 2017 is lower than the Target.

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.