

Grossman Jeanne Farmer
Form 4
January 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
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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)
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 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)
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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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

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

- (1) 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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