

Robson David
Form 4
November 14, 2017

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 *
Robson David

(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)

11/10/2017

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)

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	11/10/2017		A		947 ⁽¹⁾	A	\$ 0 947
						D	

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 Underlying Security (Instr. 3 and 4)
Stock Option (right to buy)	\$ 31.7	11/10/2017		A	5,764	<u>(2)</u> 11/10/2024	Common Stock
Stock Option (right to buy)	\$ 31.7	11/10/2017		A	12,699	<u>(3)</u> 11/10/2024	Common Stock
Performance-Based Restricted Stock Units (PBRsUs)	\$ 31.7	11/10/2017		A	12,699	<u>(4)</u> 11/10/2024	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robson David FARMER BROS CO. 1912 FARMER BROTHERS DRIVE NORTHLAKE, TX 76262			TREASURER, CFO	

Signatures

/s/ Thomas J. Mattei, Jr., Attorney-In-Fact for David G. Robson 11/14/2017

__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 restricted stock under the Farmer Bros. Co. 2017 Long-Term Incentive Plan ("Plan") pursuant to the reporting person's employment agreement with the Issuer; 100% of the total shares vest on November 10, 2020, subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances.
- (2) Grant of non-qualified stock option under the Plan pursuant to the reporting person's employment agreement with the Issuer; 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, 2018, subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances.
- (3) Grant of non-qualified stock option under the 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

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November 10, 2018, subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances.

Grant of performance-based restricted stock units ("PBRsUs") under the Plan. The target number of PBRsUs is presented in the table. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the PBRsUs are

- (4) 2020. At the end of the three-year performance period, the number of PBRsUs that actually vest will be 0% to 150% of the target amount, depending on the extent to which Farmer Bros. Co. meets or exceeds certain financial performance goals measured over the full three-year performance period. The maximum number of PBRsUs that may vest at the end of the three-year performance period is 19,048 (150% of the target amount).

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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