

FARMER BROTHERS CO  
Form SC 13G/A  
February 16, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

Farmer Brothers Co

-----  
(Name of Issuer)

Common Stock, \$1.00 Par Value

-----  
(Title of Class of Securities)

307675108

-----  
(CUSIP Number)

January 30, 2004

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which the  
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  
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).

SCHEDULE 13G

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(Amendment No. 2)

CUSIP NO. 307675108

1. NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Farmer Bros. Co. Employee Stock Ownership Plan  
I.R.S. Identification Number - 95-0725980

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(A)  (B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

|                             |           |
|-----------------------------|-----------|
| 5. SOLE VOTING POWER        | 3,000,500 |
| 6. SHARED VOTING POWER      | 400,110   |
| 7. SOLE DISPOSITIVE POWER   | 2,600,390 |
| 8. SHARED DISPOSITIVE POWER | 0         |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,000,500

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
18.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
EP

Item 1(a) NAME OF ISSUER.

Farmer Brothers Co

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.

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20333 South Normandie Avenue, Torrance, California, 90502

Item 2(a) NAME OF PERSON FILING.

Farmer Bros. Co. Employee Stock Ownership Plan

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE.

20333 South Normandie Avenue  
Torrance, California, 90502  
Attn: Treasurer's Office

Item 2(c) CITIZENSHIP.

California

Item 2(d) TITLE OF CLASS OF SECURITIES.

Common Stock, \$1.00 par value

Item 2(e) CUSIP NUMBER.

307675108

Item 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 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 section3(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 advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 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 Rule 13d-1(b)(1)(ii)(J).

Item 4 OWNERSHIP.

|   |           |
|---|-----------|
| (a) Amount beneficially owned:                                | 3,000,500 |
| (b) Percent of class:   | 18.7%     |
| (c) Number of shares as to which the person has:              |           |
| (i) Sole power to vote or to direct the vote:                 | 3,000,500 |
| (ii) Shared power to vote or to direct the vote:              | 400,110   |
| (iii) Sole power to dispose or to direct the disposition of:  | 2,600,390 |
| (iv) Shared power to dispose or to direct the disposition of: | 0         |

The ESOP has been amended to require that shares unallocated to plan participants are to be voted in the same proportion that the allocated shares are voted by plan participants. There are 400,110 shares allocated to plan participants, 2,600,390 shares to be allocated and a total of 3,000,500 shares in the plan. All share numbers reflect a ten-for-one split of the Common Stock

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in May 2004.

An ESOP Committee comprised of three members of the Company's Board of Directors administers the plan. Two committee members are independent members of the Company's Board of Directors.

Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

N/A

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

N/A

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

N/A

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

Item 9 NOTICE OF DISSOLUTION OF GROUP.

N/A

Item 10 CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

Date: February 15, 2005

By: /s/ Guenter W. Berger  
Name: Guenter W. Berger  
Title: ESOP Committee Member

By: /s/ John H. Merrell  
Name: John H. Merrell

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Title: ESOP Committee Member

By: /s/ John Samore, Jr.

Name: John Samore, Jr.

Title: ESOP Committee Member