

FARMER BROTHERS CO
Form 4
February 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
MORTENSEN THOMAS W

(Last) (First) (Middle)
FARMER BROS. CO., 20333 S.
NORMANDIE AVE.
(Street)

TORRANCE, CA 90502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FARMER BROTHERS CO [FARM]

3. Date of Earliest Transaction (Month/Day/Year)

02/14/2014

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)
SR. VICE PRES.OF ROUTE SALES

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock, \$1.00 Par Value	02/14/2014		M		3,035	A	\$ 18.41	25,455	D
Common Stock, \$1.00 Par Value	02/14/2014		M		3,035	A	\$ 18.03	28,490	D
Common Stock, \$1.00 Par Value	02/14/2014		M		2,023	A	\$ 7.32	30,513	D

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Common Stock, \$1.00 Par Value	02/14/2014	M	6,666	A	\$ 6.96	37,179	D
Common Stock, \$1.00 Par Value	02/14/2014	M	1,456	A	\$ 11.81	38,635	D
Common Stock, \$1.00 Par Value	02/14/2014	S	16,215	D	\$ <u>20.9814</u> (1)	22,420	D
Common Stock, \$1.00 Par Value	02/18/2014	M	2,090	A	\$ 11.81	24,510	D
Common Stock, \$1.00 Par Value	02/18/2014	S	2,090	D	\$ <u>20.98</u> (2)	22,420	D

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 18.41	02/14/2014		M	3,035	(3) 12/10/2016	Common Stock	3,035
	\$ 18.03	02/14/2014		M	3,035	(4) 12/09/2017		3,035

Option Type	Exercise Price	Exercise Date	Relationship	Quantity	Footnote	Expiration Date	Underlying	Quantity
Stock Option (right to buy)	\$ 7.32	02/14/2014	M	2,023	(5)	12/08/2018	Common Stock	2,023
Stock Option (right to buy)	\$ 6.96	02/14/2014	M	6,666	(6)	05/11/2019	Common Stock	6,666
Stock Option (right to buy)	\$ 11.81	02/14/2014	M	1,456	(7)	12/07/2019	Common Stock	1,456
Stock Option (right to buy)	\$ 11.81	02/18/2014	M	2,090	(7)	12/07/2019	Common Stock	2,090

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORTENSEN THOMAS W FARMER BROS. CO. 20333 S. NORMANDIE AVE. TORRANCE, CA 90502			SR. VICE PRES.OF ROUTE SALES	

Signatures

/s/ Thomas J. Mattei, Jr., Attorney-In-Fact for Thomas W. Mortensen 02/19/2014

__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).

Open market sale of shares from 2/14/2014 stock option exercises, with a portion of the proceeds delivered to the issuer for payment of the exercise price of the options. This transaction was executed in multiple trades at prices ranging from \$20.98 to \$21.00; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer. The reporting person continues to meet the Company's stock ownership guidelines.

Open market sale of shares from 2/18/2014 stock option exercise, with a portion of the proceeds delivered to the issuer for payment of the exercise price of the options. This transaction was executed in a single trade at a sale price of \$20.98. The reporting person continues to meet the Company's stock ownership guidelines.

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- (3) Exercise of non-qualified stock option granted on 12/10/2009 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vested pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable each year on 12/10/2010, 12/10/2011 and 12/10/2012.
- (4) Exercise of non-qualified stock option granted on 12/9/2010 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vested pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable each year on 12/9/2011, 12/9/2012 and 12/9/2013.
- (5) Exercise of non-qualified stock option granted on 12/8/2011 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vest pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable each year on 12/8/2012 and 12/8/2013. One-third of the total number of shares, or 1,012 shares, issuable under the option have not vested and are not exercisable as of the transaction date of this report.
- (6) Exercise of non-qualified stock option granted on 5/11/2012 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vest pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable on 5/11/2013 and two-thirds of the total number of shares issuable under the option, or 13,334 shares, have not vested and are not exercisable as of the transaction date of this report.
- (7) Exercise of non-qualified stock option granted on 12/7/2012 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vest pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option, or 3,546 shares, became exercisable on 12/7/2013 and two-thirds of the total number of shares issuable under the option, or 7,092 shares, have not vested and are not exercisable as of the transaction date of this report.

Remarks:

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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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