

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>KEOWN MICHAEL H</u>  (Last) (First) (Middle) 20333 S. NORMANDIE AVE.  (Street) TORRANCE CA 90502  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FARMER BROTHERS CO [ FARM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>PRESIDENT, CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	(A) or (D)	Price			
Common Stock, \$1.00 par value	05/11/2012 <sup>(1)</sup>		P		14,600	A	\$6.93	14,600	D	
Common Stock, \$1.00 par value	05/11/2012 <sup>(1)</sup>		P		400	A	\$6.95	15,000	D	
Common Stock, \$1.00 par value	05/11/2012 <sup>(2)</sup>		A		25,144	A	\$6.96	40,144	D	
Common Stock, \$1.00 par value	05/11/2012 <sup>(3)</sup>		A		8,170	A	\$6.96	48,314	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$6.96	05/11/2012		A		70,000		(4)	05/11/2019	Common Stock	70,000	\$0	70,000	D	

**Explanation of Responses:**

- Open market purchase.
- Grant of restricted stock under the 2007 Omnibus Plan pursuant to employment agreement dated March 9, 2012; 58% or 14,584 shares will vest on May 11, 2013, the first anniversary of the grant date and 42% or 10,560 shares will vest on May 11, 2014, the second anniversary of the grant date, subject to acceleration provisions of the employment agreement, 2007 Omnibus Plan and restricted stock agreement.
- Grant of restricted stock under the 2007 Omnibus Plan pursuant to employment agreement dated March 9, 2012 and letter agreement effective May 8, 2012. 8,170 shares issued on May 11, 2012 and remaining 6,830 shares to be issued pursuant to employment agreement will be issued when sufficient shares are available in the 2007 Omnibus Plan. 100% of the issued shares will vest on May 11, 2015, subject to acceleration provisions of the employment agreement, 2007 Omnibus Plan and restricted stock agreement.
- Grant of non-qualified stock option under the 2007 Omnibus Plan pursuant to employment agreement dated March 9, 2012; 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, subject to acceleration provisions of the employment agreement, 2007 Omnibus Plan and stock option agreement.

/s/ Jeffrey A. Wahba, Attorney- 05/14/2012  
In-Fact

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.