

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div>Officer (give title below)XOther (specify below)</div> <div>CONSULTANT PERFORMING CFO TASK</div>	
<u>Wahba Jeffrey A</u>			<u>FARMER BROTHERS CO</u> [<u>FARM</u>]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			
20333 S. NORMANDIE AVE.			03/01/2013			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <div>XForm filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>	
TORRANCECA90502						
(City)	(State)	(Zip)				

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	03/01/2013		M ⁽¹⁾		50,000	A	\$9.63 ⁽¹⁾	93,500	I	As Trustee of Family Living Trust
Common Stock, \$1.00 par value	03/01/2013		M ⁽²⁾		15,000	A	\$10.82 ⁽²⁾	108,500	I	As Trustee of Family Living Trust
Common Stock, \$1.00 par value	03/01/2013		M ⁽³⁾		50,000	A	\$10.82 ⁽³⁾	158,500	I	As Trustee of Family Living Trust
Common Stock, \$1.00 par value	03/01/2013		S		115,000	D	\$12.7721 ⁽⁴⁾	43,500	I	As Trustee of Family Living Trust

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	Amount or Number of Shares				
Stock option (Right to Buy)	\$9.63	03/01/2013		M ⁽¹⁾			50,000	05/19/2012	06/01/2013	Common stock	50,000	\$0	92,999	D	
Stock option (Right to Buy)	\$10.82	03/01/2013		M ⁽²⁾			15,000	02/13/2013	06/01/2013	Common stock	15,000	\$0	77,999	D	
Stock option (Right to Buy)	\$10.82	03/01/2013		M ⁽³⁾			50,000	12/31/2012	06/01/2013	Common stock	50,000	\$0	27,999	D	

Explanation of Responses:

- 1. Exercise of non-qualified stock option granted on May 19, 2011, which vested and became exercisable on May 19, 2012, the anniversary date of the grant. As a result of the termination of the Reporting Person's employment on February 28, 2013, the option would have expired on June 1, 2013, if not exercised pursuant to the provisions of the Farmer Bros. Co. 2007 Omnibus Plan (the "Omnibus Plan") and the stock option award agreement.
- 2. Exercise of non-qualified stock option granted on February 13, 2012, which vested and became exercisable on February 13, 2013, the anniversary date of the grant. As a result of the termination of the Reporting Person's employment on February 28, 2013, the option would have expired on June 1, 2013, if not exercised pursuant to the provisions of the Omnibus Plan and the stock option award agreement.
- 3. Exercise of non-qualified stock option granted on February 13, 2012, the vesting of which was accelerated to December 31, 2012 pursuant to the acceleration provisions of that certain Second Amended and Restated Employment Agreement, effective as of February 13, 2012, between the Company and the Reporting Person. As a result of the termination of the Reporting Person's employment on February 28, 2013, the option would have expired on June 1, 2013, if not exercised pursuant to the provisions of the Omnibus Plan and the stock option award agreement.
- 4. Sale of shares from option exercises reported elsewhere on this form, with a portion of the proceeds delivered to the issuer for payment of the exercise price of the options under the Omnibus Plan. This transaction was executed in multiple trades at prices ranging from \$12.50 to \$13.27. The price reported above is the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

[/s/ Jeffrey A. Wahba](#)[03/05/2013](#)

** Signature of Reporting PersonDate

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.