SEC Form 4

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FORM 4

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

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

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 OMP Number

hours per response:	0.5
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	3235-0207

1. Name and Address of Reporting Person [*] Webb Drew H			2. Issuer Name and Ticker or Trading Symbol <u>FARMER BROTHERS CO</u> [FARM]	(Check	ionship of Reporting Perso all applicable) Director Officer (give title	erson(s) to Issuer 10% Owner Other (specify	
(Last) 20333 SOUTH	(First) NORMANDI	(Middle) E AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2009	X	EXECUTIVE V.P.	below)	
(Street) TORRANCE	СА	90502	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	ting Person	
(City)	(State)	(Zip) Table I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefi	cially C	Dwned		

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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	12/10/2009		A		3,458	Α	(1)	7 , 265 ⁽²⁾	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	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)	\$18.41	12/10/2009		A		22,542		(3)	12/10/2016	Common Stock	22,542	\$0	40,542	D	

Explanation of Responses:

1. Grant of restricted stock under the 2007 Omnibus Plan; 100% of the shares will vest on December 10, 2012, subject to acceleration provisions of the 2007 Omnibus Plan and restricted stock agreement.

2. Includes a total of 807 shares allocated as of the reporting date to the reporting person pursuant to the Employee Stock Ownership Plan.

3. Grant of non-qualified stock option; 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 December 10, 2010, subject to acceleration provisions of the 2007 Omnibus Plan and stock option agreement.



** Signature of Reporting Person

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.

12/14/2009