

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person * <u>Wahba Jeffrey A</u> (Last) (First) (Middle) <u>20333 S. NORMANDIE AVE.</u> (Street) <u>TORRANCE CA 90502</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FARMER BROTHERS CO [FARM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2012</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <u>Interim Co-CEO, CFO, Treasurer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	02/13/2012		A		20,000	A	(1)	51,362	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	Amount or Number of Shares				
Non-qualified stock option (right to buy)	\$10.82	02/13/2012		A		15,000		(2)	02/13/2019	Common Stock	15,000	\$0	107,000	D	
Non-qualified stock option	\$10.82	02/13/2012		A		50,000		(3)	02/13/2019	Common Stock	50,000	\$0	157,000	D	

Explanation of Responses:

1. Grant of restricted stock; 100% of the shares will vest on February 13, 2013, subject to the acceleration provisions of that certain Second Amended and Restated Employment Agreement, effective as of February 13, 2012, between the Company and Jeffrey A. Wahba, as the same may be amended, and the restricted stock award agreement.
2. Grant of non-qualified stock option; one hundred percent (100%) of the total number of shares subject to the option vest on the first anniversary of the grant date, subject to the acceleration provisions of that certain Amended and Restated Employment Agreement, effective as of April 19, 2011, between the Company and Jeffrey A. Wahba, as the same may be amended, and the stock option award agreement.
3. Grant of non-qualified stock option; one hundred percent (100%) of the total number of shares subject to the option vest on the first anniversary of the grant date, subject to the acceleration provisions of that certain Second Amended and Restated employment agreement, effective as of February 13, 2012, between the Company and Jeffrey A. Wahba, as the same may be amended, and the stock option award agreement.

/s/ Jeffrey A. Wahba

02/15/2012

** 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.

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