

☐ 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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SIERS SCOTT A</u> (Last) (First) (Middle) <u>FARMER BROS. CO.</u> <u>1912 FARMER BROTHERS DRIVE</u> (Street) <u>NORTHLAKE TX 76262</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>11/10/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/14/2017</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SENIOR VP & GM-DIRECT SHIP</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X 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			

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				
Performance-Based Restricted Stock Units (PBRsUs)	\$31.7	11/10/2017		A		2,312 ⁽¹⁾		(2)	11/10/2024	Common Stock	2,312 ⁽¹⁾	\$0	2,312 ⁽³⁾	D	
Stock Option (right to buy)	\$31.7	11/10/2017		A		7,040 ⁽⁴⁾		(5)	11/10/2024	Common Stock	7,040 ⁽⁴⁾	\$0	39,790 ⁽⁶⁾	D	
Stock Option (right to buy)	\$32.85	11/10/2017		D			1,503	(7)	11/10/2023	Common Stock	1,503	\$0	38,287 ⁽⁶⁾	D	

Explanation of Responses:

1. Corrected number of PBRsUs granted.
2. Grant of performance-based restricted stock units ("PBRsUs") under the Farmer Bros. Co. 2017 Long-Term Incentive Plan (the "Plan"). The target number of PBRsUs is presented in the table. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the PBRsUs are scheduled to vest based on achievement of certain financial performance goals for the performance period July 1, 2017 through June 30, 2020. At the end of the three-year performance period, the number of PBRsUs that actually vest will be 0% to 150% of the target amount, depending on the extent to which Farmer Bros. Co. meets or exceeds certain financial performance goals measured over the full three-year performance period. The maximum number of PBRsUs that may vest at the end of the three-year performance period is 3,468 (150% of the target amount).
3. Corrected number of PBRsUs beneficially owned after the reported transaction.
4. Corrected number of shares issuable under the stock option granted.
5. Grant of non-qualified stock option under the Plan; 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 November 10, 2018, subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances.
6. Corrected number of shares issuable under stock options beneficially owned after the reported transaction.
7. Forfeiture of performance-based non-qualified stock options ("PNQs") granted to the Reporting Person on 11/10/2016 under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan that were eligible to vest based on time and the achievement of certain financial performance objectives. Upon grant, the target vesting amount was reported in Table II of Form 4 filed with the SEC on 11/14/2016. On 11/10/2017, based on the Issuer's failure to achieve certain financial performance objectives over the applicable performance period, a total of 1,503 PNQs were forfeited. Of the remaining 6,012 PNQs subject to the award, as of 11/10/2017, 2,004 PNQs have vested and 4,008 PNQs remain eligible to vest. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, one half of the remaining PNQs are scheduled to vest on each of 11/10/2018 and 11/10/2019.

Remarks:

This Form 4 is being amended to report the corrected number of PBRsUs and shares issuable under non-qualified stock option granted to the Reporting Person on November 10, 2017, the corrected maximum number of PBRsUs that may vest at the end of the performance period, and the corrected number of PBRsUs and shares issuable under stock options beneficially owned after the reported transactions. Due to a computational error, the original filing on November 14, 2017 reported an incorrect number of PBRsUs and shares issuable under non-qualified stock option granted, an incorrect maximum number of PBRsUs that may vest at the end of the performance period, and an incorrect number of PBRsUs and shares issuable under stock options beneficially owned after the reported transactions.

/s/ Thomas J. Mattei, Jr.,
Attorney-In-Fact for Scott A. Siers

12/04/2017

** 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.