

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

OMB Number: 3235-0287
Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>IOBST ELLEN D</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)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF OPERATIONS OFFICER</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	11/10/2017		A		757 ⁽¹⁾	A	\$0	757	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$31.7	11/10/2017		A		4,611	(2)	11/10/2014	Common Stock	4,611	\$0	4,611	D	
Stock Option (right to buy)	\$31.7	11/10/2017		A		9,759	(3)	11/10/2014	Common Stock	9,759	\$0	14,370	D	
Performance-Based Restricted Stock Units (PBRUs)	\$31.7	11/10/2017		A		9,759	(4)	11/10/2024	Common Stock	9,759	\$0	9,759	D	

Explanation of Responses:

1. Grant of restricted stock under the Farmer Bros. Co. 2017 Long-Term Incentive Plan ("Plan") pursuant to the reporting person's employment agreement with the Issuer; 100% of the total shares vest on November 10, 2020 subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances.
2. Grant of non-qualified stock option under the Plan pursuant to the reporting person's employment agreement with the Issuer; 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.
3. 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.
4. Grant of performance-based restricted stock units ("PBRUs") under the Plan. The target number of PBRUs is presented in the table. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the PBRUs 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 PBRUs 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 PBRUs that may vest at the end of the three-year performance period is 14,638 (150% of the target amount).

Remarks:

/s/ Thomas J. Mattei, Jr.,
Attorney-In-Fact for Ellen D. Iobst 11/14/2017

** 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.