

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>HARDING MARK A</u> <hr/> (Last) (First) (Middle) <u>FARMER BROS.CO.</u> <u>20333 SOUTH NORMANDIE AVE.</u> <hr/> (Street) <u>TORRANCE CA 90502</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FARMER BROTHERS CO [FARM]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2014</u> <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <u>SR. V.P. OPERATIONS</u> <hr/> 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	02/13/2014		M		9,537	A	\$18.41	29,369	D	
Common Stock, \$1.00 Par Value	02/13/2014		M		12,138	A	\$18.03	41,507	D	
Common Stock, \$1.00 Par Value	02/13/2014		M		20,000	A	\$9.63	61,507	D	
Common Stock, \$1.00 Par Value	02/13/2014		M		20,000	A	\$10.82	81,507	D	
Common Stock, \$1.00 Par Value	02/13/2014		S		61,675	D	\$20.9163 ⁽¹⁾	19,832	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				
Stock option (right to buy)	\$18.41	02/13/2014		M			9,537	(2)	12/10/2016	Common Stock	9,537	\$0	88,433	D	
Stock option (right to buy)	\$18.03	02/13/2014		M			12,138	(3)	12/09/2017	Common Stock	12,138	\$0	76,295	D	
Stock option (right to buy)	\$9.63	02/13/2014		M			20,000	(4)	05/19/2018	Common Stock	20,000	\$0	56,295	D	
Stock option (right to buy)	\$10.82	02/13/2014		M			20,000	(5)	02/13/2019	Common Stock	20,000	\$0	36,295	D	

Explanation of Responses:

- Open market sale of shares from 2/13/2014 stock option exercises, with a portion of the proceeds delivered to the issuer for payment of the exercise price of the options. This transaction was executed in multiple trades at prices ranging from \$20.75 to \$21.51; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer. The reporting person continues to meet the Company's stock ownership guidelines.
- Exercise of non-qualified stock option granted on 12/10/2009 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vested pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable each year on 12/10/2010, 12/10/2011 and 12/10/2012.
- Exercise of non-qualified stock option granted on 12/9/2010 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. The options vested pursuant to a three year vesting schedule whereby one-third of the total number of shares issuable under the option became exercisable each year on 12/9/2011, 12/9/2012 and 12/9/2013.
- Exercise of non-qualified stock option granted on 5/19/2011 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. 100% of the total number of shares issuable under the option became exercisable on 5/19/2012.
- Exercise of non-qualified stock option granted on 2/13/2012 under the Farmer Bros. Co. 2007 Omnibus Plan prior to its amendment and restatement in the form of the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan. 100% of the total number of shares issuable under the option became exercisable on 2/13/2013.

/s/ Mark J. Nelson, Attorney-in-Fact for Mark A. Harding 02/18/2014

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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