FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| tions may continue. See |
|-------------------------|
| ction 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 | | | | | | | | | | |
| Estimated average burden | | | | | | | | | | | |
| hours ner response. | 05 | | | | | | | | | | |

| | | | 2. Issuer Name and Ticker or Trading Symbol <u>FARMER BROTHERS CO</u> [FARM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify |
|--------------------------------|-------------------------|-------------------|--|---|
| (Last) 20333 SOUTH | (First) NORMANDIE AV | (Middle) /ENUE | 3. Date of Earliest Transaction (Month/Day/Year) 12/08/2011 | X below) below) VICE PRESIDENT & CONTROLLER |
| (Street) TORRANCE (City) | CA (State) | 90502 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |

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) | tion Date, Transaction Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following Reported | (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 | 12/08/2011 | | Α | | 2,300 | Α | (1) | 7,615 ⁽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 | te | 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) | \$7.32 | 12/08/2011 | | A | | 3,468 | | (3) | 12/08/2018 | Common Stock | 3,468 | \$0 | 16,404 | D | |

Explanation of Responses:

1. Grant of restricted stock under the 2007 Omnibus Plan; 100% of the shares will vest on December 8, 2014, subject to acceleration provisions of the 2007 Omnibus Plan and restricted stock agreement.

2. Includes a total of 3,054 shares (including 430 shares inf fiscal 2011) 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 8, 2012, subject to acceleration provisions of the 2007 Omnibus Plan and stock option agreement.

> /s/ Jeffrey A. Wahba, Attrney-12/12/2011 In-Fact

** 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.

Date