

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).

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

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>KEOWN MICHAEL H</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>03/09/2018</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>PRESIDENT, CEO</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	03/09/2018		M ⁽¹⁾		23,333	A	\$11.81	68,405	D	
Common Stock, \$1.00 par value	03/09/2018		s ⁽²⁾		23,333	D	\$31.6963 ⁽³⁾	45,072	D	
Common Stock, \$1.00 par value								2,454	I	By ESOP

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$11.81	03/09/2018		M		23,333	(1)	12/07/2019	Common Stock	23,333	\$0	251,884	D	

Explanation of Responses:

1. Exercise of non-qualified stock option granted on December 7, 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 ("2007 Plan"). The option 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 12/7/2013, 12/7/2014 and 12/7/2015.
2. This sale was made pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
3. Open market sale of shares from 3/9/2018 stock option exercise, with a portion of the proceeds delivered to the Issuer for payment of the exercise price of the option. This transaction was executed in multiple trades at prices ranging from \$31.50 to \$31.90; 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.

Remarks:

/s/ Thomas J. Mattei, Jr.,
Attorney-in-fact for Michael H. Keown 03/13/2018
Keown

** 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.