

KEOWN MICHAEL H

Form 4

May 14, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KEOWN MICHAEL H**

(Last) (First) (Middle)

20333 S. NORMANDIE AVE.

(Street)

TORRANCE, CA 90502

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FARMER BROTHERS CO [FARM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/11/2012

4. If Amendment, Date 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)

PRESIDENT, CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3)   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|-----------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock,<br>\$1.00 par<br>value | 05/11/2012 <sup>(1)</sup>               |                                                             | P                                       | 14,600                                                                  | A \$<br>6.93                                                                                                       | 14,600                                                               | D                                       |
| Common<br>Stock,<br>\$1.00 par<br>value | 05/11/2012 <sup>(1)</sup>               |                                                             | P                                       | 400                                                                     | A \$<br>6.95                                                                                                       | 15,000                                                               | D                                       |
| Common<br>Stock,<br>\$1.00 par<br>value | 05/11/2012 <sup>(2)</sup>               |                                                             | A                                       | 25,144                                                                  | A \$<br>6.96                                                                                                       | 40,144                                                               | D                                       |

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Common  
Stock,  
\$1.00 par  
value

05/11/2012<sup>(3)</sup>

A

8,170

A

\$  
6.96

48,314

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(right to<br>buy)                | \$ 6.96                                                            | 05/11/2012                              |                                                             | A                                    | 70,000                                                                                                       | <sup>(4)</sup> 05/11/2019                                      | Common<br>Stock                                                     | 70,000                                 |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                |       |
|------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                  | Director      | 10% Owner | Officer        | Other |
| KEOWN MICHAEL H<br>20333 S. NORMANDIE AVE.<br>TORRANCE, CA 90502 | X             |           | PRESIDENT, CEO |       |

## Signatures

/s/ Jeffrey A. Wahba,  
Attorney-In-Fact

05/14/2012

<sup>\_\_</sup>Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Open market purchase.

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(2) Grant of restricted stock under the 2007 Omnibus Plan pursuant to employment agreement dated March 9, 2012; 58% or 14,584 shares will vest on May 11, 2013, the first anniversary of the grant date and 42% or 10,560 shares will vest on May 11, 2014, the second anniversary of the grant date, subject to acceleration provisions of the employment agreement, 2007 Omnibus Plan and restricted stock agreement.

(3) Grant of restricted stock under the 2007 Omnibus Plan pursuant to employment agreement dated March 9, 2012 and letter agreement effective May 8, 2012. 8,170 shares issued on May 11, 2012 and remaining 6,830 shares to be issued pursuant to employment agreement will be issued when sufficient shares are available in the 2007 Omnibus Plan. 100% of the issued shares will vest on May 11, 2015, subject to acceleration provisions of the employment agreement, 2007 Omnibus Plan and restricted stock agreement.

(4) Grant of non-qualified stock option under the 2007 Omnibus Plan pursuant to employment agreement dated March 9, 2012; 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, subject to acceleration provisions of the employment agreement, 2007 Omnibus Plan and stock option agreement.

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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