

FARMER BROTHERS CO
Form 3/A
September 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|---|--|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Farmer Equities, LP | | (Month/Day/Year) | FARMER BROTHERS CO [FARM] | |
| (Last) | (First) | (Middle) | 12/14/2005 | |
| 20333 S. NORMANDIE AVE,Â | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 12/14/2005 |
| TORRANCE,Â CAÂ 90502 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Farmer Bros. Co. common stock | 2,617,530 | D <u>(1)</u> <u>(2)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

Shares (I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Farmer Equities, LP 20333 S. NORMANDIE AVE TORRANCE, CA 90502 | ^ | ^ X | ^ | ^ |
| Waite Carol Farmer FARMER BROS CO 20333 S NORMANDIE AV TORRANCE, CA 90502 | ^ | ^ X | ^ | ^ |
| Grossman Jeanne Farmer FARMER BROS CO 20333 S NORMANDIE AV TORRANCE, CA 90502 | ^ | ^ X | ^ | ^ |
| Farmer Richard F FARMER BROS CO 20333 S NORMANDIE AV TORRANCE, CA 90502 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| Farmer Equities, L.P., by: Carol L. Waite, Trustee of the Carol L. Waite Trust, dated August 26, 1997, its General Partner, by: Carol L. Waite, Trustee | 09/15/2006 |
| __Signature of Reporting Person | Date |
| Jeanne F. Grossman Trust, dated August 22, 1997, by: Carol L. Waite, Attorney-in Fact for Jeanne F. Grossman, Trustee | 09/15/2006 |
| __Signature of Reporting Person | Date |
| Richard F. Farmer Revocable Living Trust, dated December 29, 1995, by: Carol L. Waite, Attorney-in Fact for Richard F. Farmer, Trustee | 09/15/2006 |
| __Signature of Reporting Person | Date |
| Carol L. Waite Trust, dated August 26, 1997, by: Carol L. Waite, Trustee | 09/15/2006 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3/A is being filed to amend the Form 3 filed with the SEC on December 14, 2005 to correct the number of shares reported as beneficially owned by the Reporting Persons. On December 14, 2005, 2,617,530 shares, rather than 2,620,024 shares as originally reported, were contributed to Farmer Equities, LP (the "Partnership") by various trusts for for the benefit of the Farmer family. Upon the distribution of 2,493 shares and payment of \$17.56 cash in lieu of fractional shares by the Farmer Bros. Co. Employee Stock Ownership Plan for the benefit of Roy F. Farmer to Emily Marjorie Farmer, Ms. Farmer contributed such shares to a family trust rather than the Partnership as originally reported. No shares were purchased or sold.

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(2) The 2,617,530 shares contributed to the Partnership are also indirectly beneficially owned by the Carol L. Waite Trust, dated August 26, 1997, the Jeanne F. Grossman Trust, dated August 22, 1997, and the Richard F. Farmer Revocable Living Trust, dated December 29, 1995, as general partners of the Partnership. Each general partner disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein. The other lines of beneficial ownership previously reported on Form 3 are not being amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.