

BOSTON BEER CO INC
 Form 4
 January 03, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ROPER MARTIN F

(Last) (First) (Middle)

C/O THE BOSTON BEER COMPANY, INC., ONE DESIGN CENTER PLACE, SUITE 850

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BOSTON BEER CO INC [SAM]

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2008

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 and C.E.O.

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 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common	01/01/2008		M		1,248	A	\$ 8.68 12,149	D
Class A Common	01/01/2008		M		2,279	A	\$ 11.079 14,428	D
Class A Common	01/01/2008		M		1,029	A	\$ 12.684 15,457	D

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying Securities (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Purchase	\$ 8.68	01/01/2008		M		1,248	(1)	(1)	Class A Common	6,240
Restricted Stock Purchase	\$ 11.079	01/01/2008		M		2,279	(1)	(1)	Class A Common	11,390
Restricted Stock Purchase	\$ 12.684	01/01/2008		M		1,029	(1)	(1)	Class A Common	5,147
Employee Stock Option (right to buy)	(2)	01/01/2008		A		753,864	(3)	(4)	Class A Common Stock	753,864

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ROPER MARTIN F
C/O THE BOSTON BEER COMPANY, INC.
ONE DESIGN CENTER PLACE, SUITE 850
BOSTON, MA 02210

X

President and C.E.O.

Signatures

Martin F. Roper 01/03/2008

**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)

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Restricted Stock Purchase pursuant to the Investment Share Program under the issuer's Employee Equity Incentive Plan, shares vest 20% over 5 years from date of purchase.

The exercise price is to be determined by multiplying \$42.00 by the aggregate change in the DJ Wilshire 5000 Index from and after

- (2) January 1, 2008 through the close of business on the trading date next preceding each date on which the option is exercised. The minimum exercise price is \$37.65.

- (3) The option shall become exercisable as to 150,772 shares on January 1, 2014, and as to an additional 150,773 shares on January 1 in each of the years 2015, 2016, 2017 and 2018.

- (4) The close of business on December 31, 2017 as to the 603,091 shares theretofore vested and December 31, 2018 as to the 150,773 shares that vest on January 1, 2018.

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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