

FARMER BROTHERS CO
Form 4
December 13, 2010

FORM 4

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

OMB APPROVAL

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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 *
LAVERTY ROGER

(Last) (First) (Middle)
20333 SOUTH NORMANDIE AVENUE
(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)

12/09/2010

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 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/09/2010		A		11,172	A	11
					39,102	2	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)

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

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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)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 18.03	12/09/2010		A	72,828	<u>(3)</u> 12/09/2017	Common Stock	72,828

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAVERTY ROGER 20333 SOUTH NORMANDIE AVENUE TORRANCE, CA 90502	X		PRESIDENT & CEO	

Signatures

/s/ Jeffrey A. Wahba,
Attorney-in-Fact
Date: 12/13/2010

**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) Grant of restricted stock under the 2007 Omnibus Plan; 100% of the shares will vest on December 9, 2013, subject to acceleration provisions of the 2007 Omnibus Plan and restricted stock agreement.
- (2) Includes a total of 2,558 shares (including 684 shares in fiscal 2010) 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 9, 2011, subject to acceleration provisions of the 2007 Omnibus Plan and stock option agreement.

Remarks:

Exhibit 24 Limited Power of Attorney attached.

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.