

KEOWN MICHAEL H
Form 4
May 14, 2012

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 *
KEOWN MICHAEL H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

20333 S. NORMANDIE AVE.

(Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
PRESIDENT, CEO

TORRANCE, CA 90502

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	(A) or (D)	Price
Common Stock, \$1.00 par value	05/11/2012 ⁽¹⁾		P		14,600	A	\$ 6.93
Common Stock, \$1.00 par value	05/11/2012 ⁽¹⁾		P		400	A	\$ 6.95
Common Stock, \$1.00 par value	05/11/2012 ⁽²⁾		A		25,144	A	\$ 6.96

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Common
 Stock, \$1.00 par value 05/11/2012⁽³⁾ 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.

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(9-02)

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.96	05/11/2012		A	70,000	⁽⁴⁾ 05/11/2019	Common Stock	70,000

Reporting Owners

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

Signatures

/s/ Jeffrey A. Wahba,
 Attorney-In-Fact 05/14/2012

**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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