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FARMER BROTHERS CO

Form 3

December 10, 2014

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FARMER BROTHERS CO [FARM] MATTEI THOMAS J JR (Month/Day/Year) 12/04/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) FARMER BROS. CO.,, 20333 (Check all applicable) S NORMANDIE AVE (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting **GENERAL COUNSEL** Person TORRANCE, Â CAÂ 90502 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â 428 (1) D Common Stock \$1.00 par value (1) Common Stock \$1.00 par value 487 (2) I By ESOP allocation Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) 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

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

currently valid OMB control number.

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

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|---------------------|--------------------|-----------------|----------------------------------|------------------------|---|---|
| Stock option (Right to Buy) (3) | (3) | 02/27/2020 | Common Stock | 2,720 | \$ 13.09 | D | Â |
| Stock option (Right to Buy) (4) | (4) | 12/12/2020 | Common Stock | 3,760 | \$ 21.33 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|-------------------|-------|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | |
| MATTEI THOMAS J JR | | | | | | |
| FARMER BROS. CO., | â | Â | GENERAL COUNSEL | â | | |
| 20333 S NORMANDIE AVE | А | A | A GENERAL COUNSEL | A | | |
| TORRANCE, CA 90502 | | | | | | |

Signatures

/s/ Thomas J.

Mattei, Jr.

**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) Restricted stock granted on February 27, 2013 under the Farmer Bros. Co. 2007 Omnibus Plan (the "Omnibus Plan"); 100% of the shares will vest on February 27, 2016, subject to acceleration provisions set forth in the Omnibus Plan and restricted stock agreement.
- (2) Allocated as of the reporting date to the reporting person pursuant to the Farmer Bros. Co. Employee Stock Ownership Plan.
- Grant of non-qualified stock option under the Omnibus Plan; 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 provision set forth in the Omnibus Plan and stock option agreement.
 - Grant of non-qualified stock option under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan; one-third of the total number of shares subject to the stock option vested on the first anniversary of the grant date based on the Company's achievement of a modified net income target for the first fiscal year of the performance period as approved by the Company's Compensation Committee,
- (4) and the remaining two-thirds of the total number of shares subject to the stock option will vest on the third anniversary of the grant date based on the Company's achievement of a cumulative modified net income target for all three years during the performance period as approved by the Company's Compensation Committee, in each case, subject to the participant's continued employment by the Company or service on the Board of Directors of the Company on the vesting date.

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Remarks:

Ex 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.

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