

Wahba Jeffrey A
Form 4
March 05, 2013

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 *
Wahba Jeffrey A

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.

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2013

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)

CONSULTANT PERFORMING CFO TASK

(Street)
TORRANCE, CA 90502

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$1.00 par value	03/01/2013		M ⁽¹⁾		50,000	A	\$ 9.63 ⁽¹⁾	93,500	I	As Trustee of Family Living Trust
Common Stock, \$1.00 par value	03/01/2013		M ⁽²⁾		15,000	A	\$ 10.82 ⁽²⁾	108,500	I	As Trustee of Family Living Trust
Common Stock,	03/01/2013		M ⁽³⁾		50,000	A	\$ 10.82 ⁽³⁾	158,500	I	As Trustee

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\$1.00 par value									of Family Living Trust
Common Stock, \$1.00 par value	03/01/2013		S	115,000	D	\$ 12.7721 (4)	43,500	I	As Trustee of Family Living Trust

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (Right to Buy)	\$ 9.63	03/01/2013		M ⁽¹⁾	50,000	05/19/2012	06/01/2013	Common stock	50,000
Stock option (Right to Buy)	\$ 10.82	03/01/2013		M ⁽²⁾	15,000	02/13/2013	06/01/2013	Common stock	15,000
Stock option (Right to Buy)	\$ 10.82	03/01/2013		M ⁽³⁾	50,000	12/31/2012	06/01/2013	Common stock	50,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CONSULTANT PERFORMING CFO TASK

Wahba Jeffrey A
20333 S. NORMANDIE AVE.
TORRANCE, CA 90502

Signatures

/s/ Jeffrey A.
Wahba

03/05/2013

**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) Exercise of non-qualified stock option granted on May 19, 2011, which vested and became exercisable on May 19, 2012, the anniversary date of the grant. As a result of the termination of the Reporting Person's employment on February 28, 2013, the option would have expired on June 1, 2013, if not exercised pursuant to the provisions of the Farmer Bros. Co. 2007 Omnibus Plan (the "Omnibus Plan") and the stock option award agreement.

(2) Exercise of non-qualified stock option granted on February 13, 2012, which vested and became exercisable on February 13, 2013, the anniversary date of the grant. As a result of the termination of the Reporting Person's employment on February 28, 2013, the option would have expired on June 1, 2013, if not exercised pursuant to the provisions of the Omnibus Plan and the stock option award agreement.

(3) Exercise of non-qualified stock option granted on February 13, 2012, the vesting of which was accelerated to December 31, 2012 pursuant to the acceleration provisions of that certain Second Amended and Restated Employment Agreement, effective as of February 13, 2012, between the Company and the Reporting Person. As a result of the termination of the Reporting Person's employment on February 28, 2013, the option would have expired on June 1, 2013, if not exercised pursuant to the provisions of the Omnibus Plan and the stock option award agreement.

(4) Sale of shares from option exercises reported elsewhere on this form, with a portion of the proceeds delivered to the issuer for payment of the exercise price of the options under the Omnibus Plan. This transaction was executed in multiple trades at prices ranging from \$12.50 to \$13.27. The price reported above is the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares and prices at which the transaction was effected.

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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