

BOSTON BEER CO INC
 Form 4/A
 May 12, 2014

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 *
KOCH C JAMES

(Last) (First) (Middle)

C/O THE BOSTON BEER COMPANY, 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)
 05/07/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/09/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
Class A Common	05/07/2014		S	600	D 232.01 30,632 ⁽²⁾ <u>(1)</u>	D	
Class A Common	05/07/2014		S	1,000	D 233.33 29,632 <u>(3)</u>	D	
Class A Common	05/07/2014		S	900	D 234.23 28,732 <u>(4)</u>	D	
Class A Common	05/07/2014		S	500	D \$ 235.2 28,232	D	

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Common				(5)					
Class A Common	05/07/2014		C	100,000	A	(6)	128,232	D	
Class A Common							135,000	I	By Spouse in Trust under GRAT
Class A Common							23,486	I	Custodian for children under UGTMA
Class A Common							3,656	I	By spouse as custodian for children under UGTMA
Class A Common							2,532	I	By spouse in trust for children
Class A Common							44,248	I	By LLC managed by spouse
Class A Common							5,000	I	By Trust as Trustee

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Class B Common	(6)	05/07/2014	C	100,000	(6)	(6)	Class A Common	100,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOCH C JAMES C/O THE BOSTON BEER COMPANY ONE DESIGN CENTER PLACE, SUITE 850 BOSTON, MA 02210	X	X	Chairman	

Signatures

Kathleen H. Wade under POA for the benefit of C. James Koch	05/12/2014
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__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) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 600 shares is from \$232.00 to \$232.03. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.

(2) Includes 3,399 and 2,833 shares vested under the Company's Investment Share Program by Reporting Person on January 1, 2005 and January 1, 2006, and reported at the time of vesting, but due to mathematical error have not been included in total shares beneficially owned reported on Section 16 filings since those respective dates.

(3) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 1,000 shares is from \$233.00 to \$232.60. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.

(4) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 900 shares is from \$234.00 to \$234.74. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.

(5) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 500 shares is from \$235.00 to \$235.50. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.

(6) The Reporting Person converted 100,000 shares of Class B Common Stock, resulting in the acquisition of 100,000 shares of Class A Common Stock. The Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date. This Form 4 is being amended to reflect this conversion, which was omitted from the original filing due to administrative oversight.

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.