

BOSTON BEER CO INC
 Form 4
 January 29, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
ROPER MARTIN F

(Last) (First) (Middle)

C/O THE BOSTON BEER COMPANY, INC., 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)
 01/28/2015

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 and C.E.O.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common | 01/28/2015 | | M ⁽¹⁾ | 10,000 | A \$ 245.59 | 11,030 | D |
| Class A Common | 01/28/2015 | | S ⁽¹⁾ | 1,000 | D \$ 311.45 | 10,030 | D |
| Class A Common | 01/28/2015 | | S ⁽¹⁾ | 1,300 | D \$ 312.42 | 8,730 | D |
| Class A Common | 01/28/2015 | | S ⁽¹⁾ | 1,500 | D \$ 313.88 | 7,230 | D |

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| | | | | | (4) | | |
|----------------|------------|------------------|-------|---|-----------|-------|---|
| Class A Common | 01/28/2015 | S ⁽¹⁾ | 305 | D | \$ 314.71 | 6,925 | D |
| | | | | | (5) | | |
| Class A Common | 01/28/2015 | S ⁽¹⁾ | 980 | D | \$ 316.27 | 5,945 | D |
| | | | | | (6) | | |
| Class A Common | 01/28/2015 | S ⁽¹⁾ | 3,348 | D | \$ 317.21 | 2,597 | D |
| | | | | | (7) | | |
| Class A Common | 01/28/2015 | S ⁽¹⁾ | 572 | D | \$ 317.89 | 2,025 | D |
| | | | | | (8) | | |
| Class A Common | 01/28/2015 | S ⁽¹⁾ | 695 | D | \$ 319.01 | 1,330 | D |
| | | | | | (9) | | |
| Class A Common | 01/28/2015 | S ⁽¹⁾ | 300 | D | \$ 320 | 1,030 | 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)

| 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | | | Date Exercisable | Expiration Date | Title |
| | | | | Code | V (A) (D) | | | |
| Class A Common Stock Option | \$ 245.59 | 01/28/2015 | | M | 10,000 | 08/05/2014 ⁽¹⁰⁾ | 06/30/2015 ⁽¹¹⁾ | Class A Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROPER MARTIN F C/O THE BOSTON BEER COMPANY, INC. ONE DESIGN CENTER PLACE, SUITE 850 BOSTON, MA 02210 | X | | President and C.E.O. | |

Signatures

Kathleen Wade under POA for the benefit of Martin F.
Roper

01/29/2015

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 5, 2014.
- (2) 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 \$310.93 to \$311.90. 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.
- (3) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 1,300 shares is from \$312.02 to \$312.92. 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 1,500 shares is from \$313.28 to \$314.04. 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 305 shares is from \$314.64 to \$314.78. 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 price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 980 shares is from \$315.66 to \$316.56. 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.
- (7) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 3,348 shares is from \$316.70 to \$317.61. 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.
- (8) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 572 shares is from \$317.75 to \$318.20. 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.
- (9) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 695 shares is from \$319.00 to \$319.05. 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.
- (10) The option vests in 5 equal installments; the first on January 1, 2014, and the final vesting on January 1, 2018, subject to the Reporting Person remaining employed by the Issuer on the applicable vesting date.
- (11) With respect to certain shares, the option expires on December 31, 2017. All options are subject to earlier expiration based on certain contingencies.

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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