

Waite Carol Farmer
Form 4
January 09, 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 *
Waite Carol Farmer

(Last) (First) (Middle)
20333 S. NORMANDIE AVE
(Street)

TORRANCE, CA 90502

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FARMER BROTHERS CO [FARM]

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Trustee, Beneficiary, Settlor

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | | |
| Farmer Bros. Co. Common Stock | 12/30/2011 | 12/30/2011 | J ⁽¹⁾ | | 2,617,530 | D | \$ 0 6,399,822 | I | See Footnote 1 ⁽¹⁾ |
| Farmer Bros. Co. Common Stock | 12/30/2011 | 12/30/2011 | J ⁽²⁾ | | 297,404 | A | \$ 0 6,399,822 | I | See Footnote 2 ⁽²⁾ |
| Farmer Bros. Co. Common Stock | 12/30/2011 | 12/30/2011 | J ⁽³⁾ | | 297,403 | A | \$ 0 6,399,822 | I | See Footnote 3 ⁽³⁾ |

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| | | | | | | | | | |
|-------------------------------|------------|------------|------------------|---------|---|------|-----------|---|-------------------------------|
| Farmer Bros. Co. Common Stock | 12/30/2011 | 12/30/2011 | J ⁽⁴⁾ | 297,403 | A | \$ 0 | 6,399,822 | I | See Footnote 4 ⁽⁴⁾ |
| Farmer Bros. Co. Common Stock | 12/30/2011 | 12/30/2011 | J ⁽⁵⁾ | 855,275 | A | \$ 0 | 6,399,822 | I | See footnote 5 ⁽⁵⁾ |
| Farmer Bros. Co. Common Stock | 12/30/2011 | 12/30/2011 | J ⁽⁶⁾ | 870,045 | A | \$ 0 | 6,399,822 | I | See footnote 6 ⁽⁶⁾ |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Waite Carol Farmer 20333 S. NORMANDIE AVE TORRANCE, CA 90502 | | X | | Trustee, Beneficiary, Settlor |
| Grossman Jeanne Farmer 20333 SOUTH NORMANDIE AVENUE TORRANCE, CA 90502 | X | X | | Trustee, Beneficiary, Settlor |

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Farmer Richard F
20333 S NORMANDIE AVE
TORRANCE, CA 90502

X

Trustee, Beneficiary, Settlor

Signatures

/s/ Carol Farmer Waite

01/09/2012

__Signature of Reporting Person

Date

/s/ Carol Farmer Waite, Attorney-In-Fact for Jeanne Farmer
Grossman

01/09/2012

__Signature of Reporting Person

Date

/s/ Carol Farmer Waite, Attorney-In-Fact for Richard F. Farmer

01/09/2012

__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) On December 30, 2011, in connection with its dissolution, Farmer Equities, LP distributed all shares of Farmer Brothers Co. common stock held by it to various trusts for which Carol Farmer Waite, Jeanne Farmer Grossman and Richard F. Farmer serve as trustees, including the trusts that were the general partners of Farmer Equities, LP (the "Distribution"). No shares were purchased or sold.

(2) In connection with the Distribution, 297,404 shares of Farmer Brothers Co. common stock held by Farmer Equities, LP were distributed to a trust for which Ms. Waite is the sole trustee and settlor. No shares were purchased or sold.

(3) In connection with the Distribution, 297,403 shares of Farmer Brothers Co. common stock held by Farmer Equities, LP were distributed to a trust for which Ms. Grossman is the sole trustee and settlor. No shares were purchased or sold.

(4) In connection with the Distribution, 297,403 shares of Farmer Brothers Co. common stock held by Farmer Equities, LP were distributed to a trust for which Mr. Farmer is the sole trustee and settlor. No shares were purchased or sold.

(5) In connection with the Distribution, 855,275 shares of Farmer Brothers Co. common stock held by Farmer Equities, LP were distributed to a family trust for which Ms. Waite and Ms. Grossman are the co-trustees. The shares held by such trust are beneficially owned by each of Ms. Waite, Ms. Grossman and Mr. Farmer to the extent of their proportionate interests in such trust, provided that 37,000 shares held by such trust are held in trust for the benefit of Ms. Grossman's daughter. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or her pecuniary interest therein. No shares were purchased or sold.

(6) In connection with the Distribution, 870,045 shares of Farmer Brothers Co. common stock held by Farmer Equities, LP were distributed to a family trust for which Ms. Waite and Ms. Grossman are the co-trustees. The shares held by such trust are beneficially owned by each of Ms. Waite, Ms. Grossman and Mr. Farmer to the extent of their proportionate interests in such trust. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or her pecuniary interest therein. No shares were purchased or sold.

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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