

Wahba Jeffrey A
 Form 4
 February 15, 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 *
 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)
 02/13/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Interim Co-CEO, CFO, Treasurer

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock \$1.00 par value	02/13/2012		A		20,000	A	11 51,362
						D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 10.82	02/13/2012		A		15,000		(2)	02/13/2019	Common Stock	15,000
Non-qualified stock option	\$ 10.82	02/13/2012		A		50,000		(3)	02/13/2019	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wahba Jeffrey A 20333 S. NORMANDIE AVE. TORRANCE, CA 90502	X		Interim Co-CEO, CFO, Treasurer	

Signatures

/s/ Jeffrey A.
Wahba

02/15/2012

**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) Grant of restricted stock; 100% of the shares will vest on February 13, 2013, subject to the acceleration provisions of that certain Second Amended and Restated Employment Agreement, effective as of February 13, 2012, between the Company and Jeffrey A. Wahba, as the same may be amended, and the restricted stock award agreement.
- (2) Grant of non-qualified stock option; one hundred percent (100%) of the total number of shares subject to the option vest on the first anniversary of the grant date, subject to the acceleration provisions of that certain Amended and Restated Employment Agreement, effective as of April 19, 2011, between the Company and Jeffrey A. Wahba, as the same may be amended, and the stock option award agreement.
- (3) Grant of non-qualified stock option; one hundred percent (100%) of the total number of shares subject to the option vest on the first anniversary of the grant date, subject to the acceleration provisions of that certain Second Amended and Restated employment agreement, effective as of February 13, 2012, between the Company and Jeffrey A. Wahba, as the same may be amended, and the stock option award agreement.

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.