

PETH RENE ELAINE
 Form 4/A
 December 04, 2017

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 *
 PETH RENE ELAINE

(Last) (First) (Middle)
 FARMER BROS. CO., 1912
 FARMER BROTHERS DRIVE
 (Street)

NORTHLAKE, TX 76262

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FARMER BROTHERS CO [FARM]

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

11/10/2017

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

11/14/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)
 VP, CORPORATE CONTROLLER

6. Individual or Joint/Group Filing (Check Applicable Line)

__X__ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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circumstances.

- (6) Corrected number of shares issuable under stock options beneficially owned after the reported transaction.

Forfeiture of performance-based non-qualified stock options ("PNQs") granted to the Reporting Person on 11/10/2016 under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan that were eligible to vest based on time and the achievement of certain financial performance objectives. Upon grant, the target vesting amount was reported in Table II of Form 4 filed with the SEC on 11/14/2016. On 11/10/2017, based on the Issuer's failure to achieve certain financial performance objectives over the applicable performance period, a total of 750 PNQs were forfeited. Of the remaining 3,006 PNQs subject to the award, as of 11/10/2017, 1,002 PNQs have vested and 2,004 PNQs remain eligible to vest. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, one half of the remaining PNQs are scheduled to vest on each of 11/10/2018 and 11/10/2019.

Remarks:

This Form 4 is being amended to report the corrected number of PBRSUs and shares issuable under non-qualified stock options.

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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