

BOSTON BEER CO INC
 Form 4/A
 August 18, 2008

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 *
 Grinnell David L.

(Last) (First) (Middle)

C/O THE BOSTON BEER COMPANY, INC., ONE DESIGN CENTER PLACE, SUITE 850

(Street)

BOSTON, MA 02159

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 BOSTON BEER CO INC [SAM]

3. Date of Earliest Transaction (Month/Day/Year)
 08/11/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/11/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President of Brewing

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 | | | |
| | | | | Code | V | Amount | | |
| Class A Common ⁽¹⁾ | 08/11/2008 | | M | 1,000 | A | \$ 14.47 | 1,000 | D |
| Class A Common | 08/11/2008 | | M | 1,000 | A | \$ 18.465 | 2,000 | D |
| Class A Common | 08/11/2008 | | M | 1,000 | A | \$ 21.14 | 3,000 | D |
| Class A Common | 08/11/2008 | | S | 3,000 | D | \$ 44.5052 | 0 | D |
| | | | | | | <u>(1) (2)</u> | | |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 14.47 | 08/11/2008 | | M | 1,000 | 01/01/2008 ⁽²⁾ 01/01/2013 | Class A Common | 12,000 |
| Stock Option (right to buy) | \$ 18.465 | 08/11/2008 | | M | 1,000 | ⁽³⁾ 01/01/2014 | Class A Common | 9,000 |
| Stock Option (right to buy) | \$ 21.14 | 08/11/2008 | | M | 1,000 | ⁽⁴⁾ 01/01/2010 | Class A Common | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grinnell David L. C/O THE BOSTON BEER COMPANY, INC. ONE DESIGN CENTER PLACE, SUITE 850 BOSTON, MA 02159 | | | Vice President of Brewing | |

Signatures

Helen F. Bornemann under POA for the benefit of David L. Grinnell

08/18/2008

__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 is from \$44.50 to \$44.53.
 - (2) The filer will provide, upon request from the staff of the Securities and Exchange Commission, the Registrant or a shareholder of the Registrant, full information regarding the number of shares sold at each separate price.
 - (3) Of these options, the remaining 1,800 shares will vest on 1/1/2009.
 - (4) Of these options, 1,600 will vest on 1/1/09 and 1/1/10.

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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