

Waite Carol Farmer
Form 4
December 28, 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)

12/27/2012

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	12/27/2012		J ⁽¹⁾		217,790	D	\$ 0	6,413,118	I	See Footnote 1 ⁽¹⁾
Farmer Bros. Co. Common Stock	12/27/2012		J ⁽²⁾		217,790	A	\$ 0	6,413,118	I	See Footnote 2 ⁽²⁾
Farmer Bros. Co. Common Stock	12/27/2012		J ⁽³⁾		217,790	D	\$ 0	6,413,118	I	See Footnote 3 ⁽³⁾

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Farmer Bros. Co. Common Stock	12/27/2012	<u>J(4)</u>	217,790	A	\$ 0	6,413,118	I	See Footnote 4 <u>(4)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(5)</u>	217,789	D	\$ 0	6,413,118	I	See Footnote 5 <u>(5)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(6)</u>	217,789	A	\$ 0	6,413,118	I	See Footnote 6 <u>(6)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(7)</u>	250,205	D	\$ 0	6,413,118	I	See Footnote 7 <u>(7)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(8)</u>	250,205	A	\$ 0	6,413,118	I	See Footnote 8 <u>(8)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(9)</u>	250,205	D	\$ 0	6,413,118	I	See Footnote 9 <u>(9)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(10)</u>	250,205	A	\$ 0	6,413,118	I	See Footnote 10 <u>(10)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(11)</u>	250,205	D	\$ 0	6,413,118	I	See Footnote 11 <u>(11)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(12)</u>	250,205	A	\$ 0	6,413,118	I	See Footnote 12 <u>(12)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(13)</u>	417,986	D	\$ 0	6,413,118	I	See Footnote 13 <u>(13)</u>
Farmer Bros. Co. Common Stock	12/27/2012	<u>J(14)</u>	417,986	A	\$ 0	6,413,118	I	See Footnote 14 <u>(14)</u>
	12/27/2012	<u>J(15)</u>	340,000	D	\$ 0	6,073,118	I	

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Farmer
Bros. Co.
Common
Stock

See
Footnote
15 (15)

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. Nu
				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
Farmer Richard F 20333 S NORMANDIE AVE TORRANCE, CA 90502		X		Trustee, Beneficiary, Settlor

Signatures

/s/ Carol Farmer Waite

12/28/2012

Signature of Reporting Person

Date

12/28/2012

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

__Signature of Reporting Person

Date

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

12/28/2012

__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 27, 2012, a trust for which Carol Farmer Waite and Jeanne Farmer Grossman are the co-trustees distributed 217,790 shares of Farmer Brothers Co. common stock held by it to a separate trust for which Ms. Waite serves as the trustee. No shares were purchased or sold.

(2) In connection with the distribution described in Note 1 above, 217,790 shares of Farmer Brothers Co. common stock held by a trust were distributed to a separate trust for which Carol Farmer Waite serves as the trustee. The shares held by such trust are beneficially owned by Ms. Waite. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Ms. Waite disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein. No shares were purchased or sold.

(3) On December 27, 2012, a trust for which Carol Farmer Waite and Jeanne Farmer Grossman are the co-trustees distributed 217,790 shares of Farmer Brothers Co. common stock held by it to a separate trust for which Ms. Grossman serves as the trustee. No shares were purchased or sold.

(4) In connection with the distribution described in Note 3 above, 217,790 shares of Farmer Brothers Co. common stock held by a trust were distributed to a separate trust for which Jeanne Farmer Grossman serves as the trustee. The shares held by such trust are beneficially owned by Ms. Grossman. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Ms. Grossman disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein. No shares were purchased or sold.

(5) On December 27, 2012, a trust for which Carol Farmer Waite and Jeanne Farmer Grossman are the co-trustees distributed 217,789 shares of Farmer Brothers Co. common stock held by it to a separate trust for which Richard F. Farmer serves as the trustee. No shares were purchased or sold.

(6) In connection with the distribution described in Note 5 above, 217,789 shares of Farmer Brothers Co. common stock held by a trust were distributed to a separate trust for which Richard F. Farmer serves as the trustee. The shares held by such trust are beneficially owned by Mr. Farmer. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Mr. Farmer disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. No shares were purchased or sold.

(7) On December 27, 2012, a trust for which Carol Farmer Waite and Jeanne Farmer Grossman are the co-trustees distributed 250,205 shares of Farmer Brothers Co. common stock held by it to a separate trust for which Ms. Waite serves as the trustee. No shares were purchased or sold.

(8) In connection with the distribution described in Note 7 above, 250,205 shares of Farmer Brothers Co. common stock held by a trust were distributed to a separate trust for which Carol Farmer Waite serves as the trustee. The shares held by such trust are beneficially owned by Ms. Waite. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Ms. Waite disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein. No shares were purchased or sold.

(9) On December 27, 2012, a trust for which Carol Farmer Waite and Jeanne Farmer Grossman are the co-trustees distributed 250,205 shares of Farmer Brothers Co. common stock held by it to a separate trust for which Ms. Grossman serves as the trustee. No shares were purchased or sold.

(10) In connection with the distribution described in Note 9 above, 250,205 shares of Farmer Brothers Co. common stock held by a trust were distributed to a separate trust for which Jeanne Farmer Grossman serves as the trustee. The shares held by such trust are beneficially owned by Ms. Grossman. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Ms. Grossman disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein. No shares were purchased or sold.

(11) On December 27, 2012, a trust for which Carol Farmer Waite and Jeanne Farmer Grossman are the co-trustees distributed 250,205 shares of Farmer Brothers Co. common stock held by it to a separate trust for which Richard F. Farmer serves as the trustee. No shares were purchased or sold.

(12) In connection with the distribution described in Note 11 above, 250,205 shares of Farmer Brothers Co. common stock held by a trust were distributed to a separate trust for which Richard F. Farmer serves as the trustee. The shares held by such trust are beneficially owned by Mr. Farmer. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Mr.

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Farmer disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. No shares were purchased or sold.

- (13) On December 27, 2012, a trust for which Jeanne Farmer Grossman is the trustee distributed 417,986 shares of Farmer Brothers Co. common stock held by it to a separate trust for which Carol Farmer Waite serves as the trustee. No shares were purchased or sold.

- In connection with the distribution described in Note 13 above, 417,986 shares of Farmer Brothers Co. common stock held by a trust were distributed to a separate trust for which Carol Farmer Waite serves as the trustee. The shares held by such trust are beneficially owned by Ms. Waite. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Ms. Waite disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein. No shares were purchased or sold.

- (15) On December 27, 2012, a trust for which Carol Farmer Waite is the trustee distributed 340,000 shares of Farmer Brothers Co. common stock held by it to a separate trust as to which a non-reporting person is the sole trustee and beneficiary. 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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