

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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<p>1. Name and Address of Reporting Person*</p> <p><u>Waite Carol Farmer</u></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>FARMER BROTHERS CO</u> [<u>FARM</u>]</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)</p> <p><u>Trustee, Beneficiary, Settlor</u></p>
<p>(Last) (First) (Middle)</p> <p><u>20333 S. NORMANDIE AVE</u></p>	<p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>08/17/2012</u></p>	
<p>(Street)</p> <p><u>TORRANCE CA 90502</u></p>	<p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>(City) (State) (Zip)</p>		

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)
			Code	V	Amount	(A) or (D)	Price			
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽¹⁾		365,910	D	\$8.965	6,399,822	I	See Footnote 1 ⁽¹⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽²⁾		365,910	A	\$8.965	6,399,822	I	See Footnote 2 ⁽²⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽³⁾		365,910	D	\$8.965	6,399,822	I	See Footnote 3 ⁽³⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽⁴⁾		365,910	A	\$8.965	6,399,822	I	See Footnote 4 ⁽⁴⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽⁵⁾		365,910	D	\$8.965	6,399,822	I	See Footnote 5 ⁽⁵⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽⁶⁾		365,910	A	\$8.965	6,399,822	I	See Footnote 6 ⁽⁶⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽⁷⁾		365,910	D	\$8.965	6,399,822	I	See Footnote 7 ⁽⁷⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽⁸⁾		365,910	A	\$8.965	6,399,822	I	See Footnote 8 ⁽⁸⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽⁹⁾		3,799	D	\$8.965	6,399,822	I	See Footnote 9 ⁽⁹⁾
Farmer Bros. Co. Common Stock	08/17/2012		J ⁽¹⁰⁾		3,799	A	\$8.965	6,399,822	I	See Footnote 10 ⁽¹⁰⁾

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

[illegible]

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)	Code V Transaction Code (Instr. 8)	5A. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
Waite Carol Farmer													
(Last)		(First)	(Middle)										
20333 S. NORMANDIE AVE													
(Street)													
TORRANCE	CA		90502										
(City)		(State)	(Zip)	Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*

[Grossman Jeanne Farmer](#)

(Last)

(First)

(Middle)

20333 SOUTH NORMANDIE AVENUE

(Street)

TORRANCE

CA

90502

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Farmer Richard F](#)

(Last)

(First)

(Middle)

20333 S NORMANDIE AVE

(Street)

TORRANCE

CA

90502

(City)

(State)

(Zip)

Explanation of Responses:

- On August 17, 2012, a trust for which Carol Farmer Waite, Jeanne Farmer Grossman and Richard F. Farmer are the co-trustees distributed 365,910 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.
- In connection with the distribution described in Note 1 above, 365,910 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.
- On August 17, 2012, a trust for which Carol Farmer Waite, Jeanne Farmer Grossman and Richard F. Farmer are the co-trustees distributed 365,910 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.
- In connection with the distribution described in Note 3 above, 365,910 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.
- On August 17, 2012, a trust for which Carol Farmer Waite, Jeanne Farmer Grossman and Richard F. Farmer are the co-trustees distributed 365,910 shares of Farmer Brothers Co. common stock held by it to three separate trusts for which Ms. Waite, Ms. Grossman and Mr. Farmer, respectively, serve as the trustees. No shares were purchased or sold.
- In connection with the distribution described in Note 5 above, 365,910 shares of Farmer Brothers Co. common stock held by a trust were distributed to three separate trusts for which Carol Farmer Waite, Jeanne Farmer Grossman and Richard F. Farmer, respectively, serve as the trustees. The shares held by such trusts are beneficially owned by Ms. Waite, Ms. Grossman and Mr. Farmer, respectively. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Ms. Waite, Ms. Grossman and Mr. Farmer each disclaims beneficial ownership of such shares except to the extent of his or her pecuniary interest therein. No shares were purchased or sold.
- On August 17, 2012, a trust for which Carol Farmer Waite, Jeanne Farmer Grossman and Richard F. Farmer are the co-trustees distributed 365,910 shares of Farmer Brothers Co. common stock held by it to a separate trust for which Mr. Farmer serves as the trustee. No shares were purchased or sold.
- In connection with the distribution described in Note 7 above, 365,910 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.
- On August 17, 2012, a trust for which Carol Farmer Waite and Jeanne Farmer Grossman are the co-trustees distributed 3,799 shares of Farmer Brothers Co. common stock held by it to three separate trusts shares for which Ms. Waite, Ms. Grossman and Richard F. Farmer, respectively, serve as the trustees. No shares were purchased or sold.
- In connection with the distribution described in Note 9 above, 3,799 shares of Farmer Brothers Co. common stock held by a trust were distributed to three separate trusts for which Carol Farmer Waite, Jeanne Farmer Grossman and Richard F. Farmer, respectively, serve as the trustees. The shares held by such trusts are beneficially owned by Ms. Waite, Ms. Grossman and Mr. Farmer, respectively. At the option of the Reporting Persons, the entire amount of the trust's interest in the shares is being reported. Ms. Waite, Ms. Grossman and Mr. Farmer each disclaims beneficial ownership of such shares except to the extent of his or her pecuniary interest therein. No shares were purchased or sold.

/s/ Carol Farmer Waite

08/20/2012

/s/ Carol Farmer Waite,

08/20/2012

Attorney-In-Fact for Jeanne Farmer Grossman

08/20/2012

/s/ Carol Farmer Waite,

08/20/2012

Attorney-In-Fact for Richard F. Farmer

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.