

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **August 23, 2007**

Farmer Bros. Co.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-1375
(Commission File Number)

95-0725980
(I.R.S. Employer
Identification No.)

20333 South Normandie Avenue, Torrance, California
(Address of Principal Executive Offices)

90502
(Zip Code)

(310) 787-5200
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

Farmer Bros. Co., a Delaware corporation (the "Company"), is filing this Current Report on Form 8-K/A to amend Item 5.02 and Item 8.01 initially filed with the Securities and Exchange Commission on a Current Report on Form 8-K on August 29, 2007 (the "Form 8-K").

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Fiscal 2007 Incentive Compensation Awards

The Company previously reported in the Form 8-K that the Board had approved executive bonus awards for the fiscal year ended June 30, 2007 under the Farmer Bros. Co. 2005 Incentive Compensation Plan (the "2005 Plan") for the Company's executive officers as follows: \$105,000 for Guenter W. Berger; \$135,000 for Roger M. Lavery III; \$85,000 for John E. Simmons; and \$65,000 for Michael J. King. Such bonus awards were preliminary based on the Company's unaudited consolidated financial results for the fiscal year ended June 30, 2007. Based on the Company's audited consolidated financial results for the fiscal year ended June 30, 2007, final executive officer bonuses for fiscal 2007 are as follows: \$125,000 for Mr. Berger; \$155,000 for Mr. Lavery; \$100,000 for Mr. Simmons; and \$80,000 for Mr. King. The form of award letter under the 2005 Plan for fiscal 2007 is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 8.01. Other Events.

The Company previously announced that the record date for the annual meeting of stockholders would be October 7, 2007. The Company has changed the record date to October 8, 2007.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1* Form of Award Letter (Fiscal 2007) under Farmer Bros. Co. 2005 Incentive Compensation Plan

* Management contract or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 14, 2007

FARMER BROS. CO.

By: /S/ JOHN E. SIMMONS
Name: John E. Simmons
Title: Treasurer, Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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10.1* Form of Award Letter (Fiscal 2007) under Farmer Bros. Co. 2005 Incentive Compensation Plan

* Management contract or compensatory plan or arrangement.

**FORM OF
AWARD LETTER
UNDER FARMER BROS. CO.
2005 INCENTIVE COMPENSATION PLAN**

Dear _____ :

The Compensation Committee ("Committee") chose you to be a participant in fiscal 2007 in the Farmer Bros. Co. 2005 Incentive Compensation Plan. Your target award for fiscal 2007 was \$ _____, which the Committee determined by taking into consideration past total annual compensation, current base salary, job responsibilities and past and expected job performance.

In general, your bonus for fiscal 2007 was determined primarily by measuring the Company's financial performance and your achievement of individual goals which the Committee assigned to you.

The Company's financial performance was gauged by the level of achievement of operating cash flow and net sales as defined, and as determined from the Company's audited financial statements. A matrix is attached which shows various percentages between 25% and 150% depending on the combined level of achievement of these two criteria. For fiscal 2007, based on the Company's fiscal 2007 audited consolidated financial statements, the Company's operating cash flow was approximately \$ _____ million, disregarding a charge related to the retiree benefit plan modification, and net sales were approximately \$ _____ million. Both numbers exclude Coffee Bean International revenues and most CBI acquisition expenses. Based on the Company's achievement of these two criteria during fiscal 2007, the percentage derived from the matrix for fiscal 2007 is _____ %.

The Committee also assigned certain individual goals to you for fiscal 2007 which were communicated to you by the Committee at the beginning of the last fiscal year. The committee has determined your level of achievement of each assigned goal within a range of 60% to 120% and multiplied such percentage by the weight originally assigned to each such goal. Your assigned individual goals for fiscal 2007, the weight given to each expressed as a percentage, and your level of achievement as determined by the Committee are as follows:

<u>Goal</u>	<u>% Weight</u>	<u>% Achievement</u>	<u>Weighted Result</u>
		%	%
		%	%
		%	%
TOTAL		100%	

The level of achievement of each goal on a weighted basis were aggregated and multiplied by _____ % the financial performance percentage derived from the matrix as described above. The resulting product was then multiplied by your fiscal 2007 target award to determine your preliminary bonus award for fiscal 2007. Based on the foregoing, the Committee has determined your fiscal 2007 preliminary bonus award is \$ _____.

Under the Plan, the preliminary award is subject to adjustment, upward or downward, by the Committee in its discretion. The committee also has the discretion to alter the financial performance criteria and individual goals during the year and to decline to award any bonus should the committee determine such actions to be warranted by a change in circumstances. For fiscal 2007 the Committee has determined to exercise its discretion to adjust your preliminary bonus award principally in light of the efforts of the management team in making the CBI acquisition and the post-acquisition integration of CBI into Farmer Bros. in which you played a [substantial] part. As a result, your fiscal 2007 final bonus award will be \$ _____.

You are advised that the Committee may or may not choose to exercise its discretion with respect to awards in the future. Further, you are reminded to promptly contact the Committee in the event circumstances dictate reexamination of originally assigned goals by the Committee.

The Committee has determined that the award will be paid on a current basis under the Plan. All awards are governed by the Plan provisions which control any inconsistency with this letter.

Please let me know if you have any questions.

Very truly yours,

Thomas A. Maloof
Compensation Committee Chairman