

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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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|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>Waite Carol Farmer</u><br><br>(Last) (First) (Middle)<br><u>FARMER BROS CO</u><br><u>20333 S NORMANDIE AV</u><br><br>(Street)<br><u>TORRANCE CA 90502</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FARMER BROTHERS CO [ FARM ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/14/2005</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><br><u>trustee, beneficiary, settlor</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                  |   |  |   |
| Farmer Bros Co Common Stock     | 12/14/2005                           | 12/14/2005   | J                              |   | 2,620,024   | D          | \$22.33 <sup>(1)</sup> | 6,398,781 <sup>(2)</sup>  | I  | see footnote 3 <sup>(3)</sup>                         |
| Farmer Bros Co Common Stock     | 12/14/2005                           | 12/14/2005   | J                              |   | 2,620,024   | A          | \$22.33 <sup>(1)</sup> | 6,398,781 <sup>(2)</sup>  | I  | see footnote 4 <sup>(4)</sup>                         |

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

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| 1. Name and Address of Reporting Person*<br><u>Waite Carol Farmer</u><br><br>(Last) (First) (Middle)<br><u>FARMER BROS CO</u><br><u>20333 S NORMANDIE AV</u><br><br>(Street)<br><u>TORRANCE CA 90502</u><br><br>(City) (State) (Zip) | 1. Name and Address of Reporting Person*<br><u>Grossman Jeanne Farmer</u><br><br>(Last) (First) (Middle)<br><u>FARMER BROS CO</u><br><u>20333 S NORMANDIE AV</u><br><br>(Street)<br><u>TORRANCE CA 90502</u><br><br>(City) (State) (Zip) |
|--|--|

1. Name and Address of Reporting Person\*

Farmer Richard F

(Last)(First)(Middle)

FARMER BROS CO

20333 S NORMANDIE AV

(Street)

TORRANCECA90502

(City)(State)(Zip)

Explanation of Responses:

1. On December 14, 2005 a total of 2,620,024 shares of Common Stock previously reported on Form 3/A filed with the SEC on March 14, 2005 (the "Form 3/A") were contributed (the "Partnership Contribution") by various trusts for the benefit of the Farmer family to Farmer Equities, LP, a California limited partnership (the "Partnership"), the partners of which are trusts for the benefit of the Farmer Family. No shares were purchased or sold. All share numbers have been rounded to the nearest whole share. See the Form 3 filed by the Partnership as of the date hereof.
2. The 6,398,781 shares beneficially owned by all Reporting Persons following the Partnership Contribution include: (i) 6,395,232 shares previously reported on Form 3/A; (ii) 1,055 shares allocated to Roy E. Farmer under the Farmer Bros. Co. Employee Stock Ownership Plan ("ESOP"); and (iii) 2,494 shares distributed by the ESOP for the benefit of Roy F. Farmer.
3. The 2,620,024 shares contributed to the Partnership include: (i) 1,771,394 shares previously reported as beneficially owned by Ms. Waite and Ms. Grossman as successor co-trustees of various family trusts; and (ii) 848,630 shares previously reported as beneficially owned by Ms. Waite, Ms. Grossman and Dr. Farmer as sucessor co-trustees of various family trusts.
4. As a result of the Partnership Contribution, the 2,620,024 shares contributed to the Partnership are beneficially owned by Ms. Waite, Ms. Grossman and Dr. Farmer each as a trustee of a trust that is a general partner of the Partnership to the extent of their proportionate interest in the Partnership. At the option of the Reporting Persons, the entire amount of the Partnership's interest int he shares is being reported. Each Reporting Person disclaims beneficial ownership of these shares except to the extent of his or her pecuniary interest therein.

Carol Lynn Farmer Waite

Carol Lynn Farmer Waite,

Attorney-in Fact for Jeanne

Farmer Grossman

Carol Lynn Farmer Waite,

Attorney-in-Fact for Richard F.

Farmer

12/14/2005

12/14/2005

12/14/2005

\*\* 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.