BOSTON BEER CO INC

Form 4

January 28, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROPER MARTIN F

2. Issuer Name and Ticker or Trading Symbol

BOSTON BEER CO INC [SAM]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

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

(Month/Day/Year)

X Director X_ Officer (give title below)

10% Owner Other (specify

01/27/2015

President and C.E.O.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BOSTON, MA 02210

Common

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y 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) onor Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common	01/27/2015		M <u>(1)</u>	10,000	A	\$ 248.45	11,030	D	
Class A Common	01/27/2015		S <u>(1)</u>	610	D	\$ 315.46 (2)	10,420	D	
Class A Common	01/27/2015		S <u>(1)</u>	991	D	\$ 316.24 (3)	9,429	D	
Class A	01/27/2015		S(1)	2,530	D	\$	6,899	D	

317.26

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					<u>(4)</u>		
Class A Common	01/27/2015	S <u>(1)</u>	2,130	D	\$ 318.29 (5)	4,769	D
Class A Common	01/27/2015	S <u>(1)</u>	1,539	D	\$ 319.35 <u>(6)</u>	3,230	D
Class A Common	01/27/2015	S <u>(1)</u>	900	D	\$ 320.14 <u>(7)</u>	2,330	D
Class A Common	01/27/2015	S(1)	400	D	\$ 321	1,930	D
Class A Common	01/27/2015	S <u>(1)</u>	800	D	\$ 322.17 (8)	1,130	D
Class A Common	01/27/2015	S(1)	100	D	\$ 323	1,030	D

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

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 control number.

SEC 1474

(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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4,	
				Code V	(A) (D)	Date Exercisable Expiration Date	An or Nu of
Class A Common Stock Option	\$ 248.45	01/27/2015		M	10,000	08/05/2014 ⁽⁹⁾ 06/30/2015 ⁽¹⁾	O) Class A Common 10

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

ROPER MARTIN F

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

X President and C.E.O.

BOSTON, MA 02210

Signatures

Kathleen Wade under POA for the benefit of Martin F.
Roper 0

01/28/2014

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 5, 2014.
- The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 610 shares is from \$314.77 to \$315.67. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.
- The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 991 shares is from \$315.97 to \$316.46. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.
- The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 2,530 shares is from \$317.00 to \$317.75. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.
- The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 2,130 shares is from \$318.00 to \$318.99. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.
- The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 1,539 shares is from \$319.00 to \$319.82. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.
- The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 900 shares is from \$320.00 to \$320.41. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.
- The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 800 shares is from \$322.00 to \$322.45. The Filing Person will provide full information regarding the number of shares sold at each separate price upon request of the SEC, the Registrant, or a shareholder of the Registrant.
- (9) The option vests in 5 equal installments; the first on January 1, 2014, and the final vesting on January 1, 2018, subject to the Reporting Person remaining employed by the Issuer on the applicable vesting date.
- (10) With respect to certain shares, the option expires on December 31, 2017. All options are subject to earlier expiration based on certain contingencies.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3