

BOSTON BEER CO INC
 Form 4
 November 12, 2014

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 *
Wade Kathleen H

(Last) (First) (Middle)

C/O THE BOSTON BEER COMPANY, INC., 1 DESIGN CENTER PL., SUITE 850

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOSTON BEER CO INC [SAM]

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP - Legal and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ 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 | | | |
| Class A Common | 11/10/2014 | | M | | 330 | A | \$ 46.6 | 10,971 ⁽¹⁾ | D |
| Class A Common | 11/10/2014 | | M | | 340 | A | \$ 95.09 | 11,311 ⁽¹⁾ | D |
| Class A Common | 11/10/2014 | | S | | 430 | D | \$ 260 | 10,881 ⁽¹⁾ | D |
| Class A Common | 11/10/2014 | | S | | 240 | D | \$ 262 | 10,641 ⁽¹⁾ | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Class A Common Stock Option | \$ 46.6 | 11/10/2014 | | M | 330 | 03/01/2011 ⁽²⁾ 12/31/2019 | Class A Common | 330 |
| Class A Common Stock Option | \$ 95.09 | 11/10/2014 | | M | 340 | 03/01/2012 ⁽³⁾ 12/31/2020 | Class A Common | 340 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wade Kathleen H
C/O THE BOSTON BEER COMPANY, INC.
1 DESIGN CENTER PL., SUITE 850
BOSTON, MA 02210

VP - Legal and Secretary

Signatures

Kathleen H. Wade 11/12/2014

**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) On the transaction date, the shares reported include 1,856 shares of restricted stock subject to vesting conditions.
- (2) The option vests in five equal installments; the first on March 1, 2011, the most recent on January 1, 2014, and the last installment will vest on January 1, 2015, provided that the Reporting Person is employed by the Issuer on that date.
- (3) The option vests in five equal installments; the first on March 1, 2012, the most recent on January 1, 2014, and the last installment will vest on January 1, 2016, provided that the Reporting Person is employed by the Issuer on that date.

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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