

BOSTON BEER CO INC

Form 4

October 29, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

**C/O THE BOSTON BEER
COMPANY, INC., ONE DESIGN
CENTER PLACE, 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)
10/28/2014

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)
President and C.E.O.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common	10/28/2014		M ⁽¹⁾		5,000	A	\$ 22.425	6,030	D
Class A Common	10/28/2014		S ⁽¹⁾		419	D	\$ 224.19 ⁽²⁾	5,611	D
Class A Common	10/28/2014		S ⁽¹⁾		1,937	D	\$ 224.96 ⁽³⁾	3,674	D
Class A Common	10/28/2014		S ⁽¹⁾		889	D	\$ 225.77	2,785	D

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					(4)			
					\$			
Class A	10/28/2014	S ⁽¹⁾	421	D	226.93	2,364	D	
Common					(5)			
					\$			
Class A	10/28/2014	S ⁽¹⁾	636	D	228.21	1,728	D	
Common					(6)			
					\$			
Class A	10/28/2014	S ⁽¹⁾	698	D	229.12	1,030	D	
Common					(7)			

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Common Stock Option	\$ 22.425	10/28/2014		M		5,000		05/01/2008 ⁽⁸⁾	06/27/2015	Class A Common	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROPER MARTIN F C/O THE BOSTON BEER COMPANY, INC. ONE DESIGN CENTER PLACE, SUITE 850 BOSTON, MA 02210	X President and C.E.O.

Signatures

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

10/29/2014

__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.

- (2) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 419 shares is from \$223.32 to \$224.31. 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.

- (3) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 1,937 shares is from \$224.32 to \$225.31. 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.

- (4) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 889 shares is from \$225.38 to \$226.34. 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.

- (5) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 421 shares is from \$226.50 to \$227.41. 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.

- (6) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 636 shares is from \$227.56 to \$228.54. 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.

- (7) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 698 shares is from \$228.95 to \$229.30. 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.

- (8) The option vested in two installments: the first on May 1, 2008, and the second on May 1, 2010.

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.