SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1 | ddress of Reporting I | Person* | 2. Issuer Name and Ticker or Trading Symbol BOSTON BEER CO INC [SAM] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|------------------------------------|-----------------------|--------------|--|-------------------|---|----------------------|--|--|--|--|
| ROPER MARTIN F | | | [| X | Director | 10% Owner | | | | |
| | | | — | x | Officer (give title | Other (specify | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | 1 | below) | below) | | | | |
| C/O THE BO | OSTON BEER C | OMPANY, INC. | 01/11/2018 | | President and C.E.O. | | | | | |
| ONE DESIGN CENTER PLACE, SUITE 850 | | | | | | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Fili | ng (Check Applicable | | | | |
| BOSTON | MA | 02210 | | X | Form filed by One Re | porting Person | | | | |
| | | | | | Form filed by More th Person | an One Reporting | | | | |
| (City) | (State) | (Zip) | | | | | | | | |

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) | Code (| Transaction Disposed Of (D) (Instr. 3, 4 and 5) Code (Instr. | | | | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--|---|-------------------------|---|--------|---------------|-------------------------------|------------------------------------|---|----------|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) | |
| Class A Common | 01/11/2018 | | M ⁽¹⁾ | | 10,000 | A | \$123.05 | 42,273 | D | | |
| Class A Common | 01/11/2018 | | S ⁽¹⁾ | | 322 | D | \$191.03 ⁽²⁾ | 41,951 | D | | |
| Class A Common | 01/11/2018 | | S ⁽¹⁾ | | 4,978 | D | \$192.56 ⁽³⁾ | 36,973 | D | | |
| Class A Common | 01/11/2018 | | S ⁽¹⁾ | | 4,700 | D | \$193.7 ⁽⁴⁾ | 32,273 | D | | |

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. Transa Code (8) | | of | | 6. Date Exercis Expiration Dat (Month/Day/Ye | e | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Class A Common Stock Option | \$123.05 | 01/11/2018 | | M ⁽¹⁾ | | | 10,000 | 01/01/2018 ⁽⁵⁾ | 12/31/2018 | Class A Common | 10,000 | \$0.00 | 100,773 | D | |

Explanation of Responses:

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 3, 2017. The Rule 10b5-1 trading plan and the transactions contemplated thereby were approved by unanimous consent of the Class B Stockholders of the Company.

2. The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 322 shares is from \$190.55 to \$191.45. 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.

3. The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 4,978 shares is from \$192.00 to \$192.95. 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 4,700 shares is from \$193.00 to \$194.95. 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 option vested in five equal installments: the first on January 1, 2014, and the final installment vested on January 1, 2018. All options are subject to earlier expiration based on certain contingencies.

Michael G. Andrews under

F. Roper

POA for the benefit of Martin

01/12/2018

** 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.