

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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

1. Name and Address of Reporting Person* <u>Hodges Philip A.</u>  (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 <u>BOSTON BEER CO INC [ SAM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Supply Chain Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/25/2023</u>	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	05/24/2023		A <sup>(1)</sup>		6,049	A	\$0.00	7,679 <sup>(2)</sup>	D	
Class A Common	05/24/2023		A <sup>(3)</sup>		9,073	A	\$0.00	16,752 <sup>(4)</sup>	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. 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	(A)	(D)	Date Exercisable	Expiration Date						Title
May 24, 2023 Performance-Based Stock Option	\$330.68	05/24/2023		A <sup>(5)</sup>		6,348		12/31/2026	05/23/2033	Class A Common	6,348	\$0.00	6,348	D	
May 24, 2023 Stock Option	\$330.68	05/24/2023		A <sup>(6)</sup>		13,276 <sup>(7)</sup>		03/01/2024	05/23/2033	Class A Common	13,276	\$0.00	26,715	D	

**Explanation of Responses:**

- Represents a grant of Restricted Stock Units ("RSUs") under the Issuer's Restated Employee Equity Incentive Plan ("EEIP"). The RSUs will vest in four equal installments over a four year period, provided that the Reporting Person remains employed by the Issuer as of certain related dates, and subject to accelerated vesting in certain situations.
- The shares reported include 6,049 shares of restricted stock subject to vesting conditions.
- Represents a grant of performance-based RSUs under the EEIP. The vesting and vesting schedule of the RSUs are subject to certain performance criteria related to gross margin and employee engagement, subject accelerated vesting in certain situations.
- The shares reported include 15,122 shares of restricted stock subject to vesting conditions.
- Represents a grant of performance-based stock options under the EEIP. The vesting and vesting schedule of the options are subject to certain performance criteria related to gross margin and employee engagement, subject accelerated vesting in certain situations.
- Represents a grant of stock options under the EEIP. The options will vest in four equal installments over a four year period, provided that the Reporting Person remains employed by the Issuer as of certain related dates, and subject to accelerated vesting in certain situations.
- The original Form 4, filed on May 25, 2023 is being amended by this Form 4/A to correct an administrative error, which misreported the total number of derivative securities acquired as 13,439 shares when it should have been 13,276 shares.

**Remarks:**

Michael G. Andrews under  
POA for the benefit of Philip A. 06/23/2023  
Hodges

\*\* 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.