

| OMB APPROVAL                                |                   |
|---|-------------------|
| OMB Number:                                 | 3235-0287         |
| Expires:                                    | December 31, 2014 |
| Estimated average burden hours per response | 0.5               |

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

|  |  |   |
|--|--|---|
| <b>1. Name and Address of Reporting Person*</b><br>KOCH C JAMES<br><br>(Last) (First) (Middle)<br>C/O THE BOSTON BEER COMPANY, ONE DESIGN CENTER PLACE, SUITE 850<br><br>(Street)<br>BOSTON MA 02210<br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br>BOSTON BEER CO INC [SAM] | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chairman |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br>01/01/2009          |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>  |  |   |

| 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   | 01/01/2009                           |  | M                              |   | 475   | A          | \$ 11.079 | 390,485   | D  |   |
| Class A Common   | 01/01/2009                           |  | M                              |   | 297   | A          | \$ 12.684 | 390,782   | 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 Underlying Securities (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 of Derivative Security: 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 |  |  |  |  |
| Restricted Stock Purchase                  | \$ 11.079  | 01/01/2009                           |  | M                              |   | 475   |     | (1)  | (1)             | Class A Common  | 2,373                      | \$ 11.079                                  | 0  | D  |  |
| Restricted Stock Purchase                  | \$ 12.684  | 01/01/2009                           |  | M                              |   | 297   |     | (1)  | (1)             | Class A Common  | 1,486                      | \$ 12.684                                  | 298  | D  |  |
| Stock Option (right to buy)                | \$ 28.4  | 01/01/2009                           |  | A                              |   | 12,000  |     | (2)  | 01/01/2019      | Class A Common  | 12,000                     | \$ 28.4                                    | 12,000   | D  |  |

**Explanation of Responses:**

1. Restricted Stock Purchase pursuant to the Investment Share Program under the issuer's Employee Equity Incentive Plan, shares vest at 20% over 5 years from date of purchase.
2. Reporting Person's right to exercise this option is contingent upon the Company's 2009 performance against a benchmark, which performance will be determined by the Compensation Committee of the Company's Board of Directors on or before March 1, 2010. If the Company does not meet the benchmark, the Option shall lapse as to 50% or all of the shares, based on the Committee's determination. If the benchmark is met or exceeded, the Option shall become exercisable as to a maximum of 600 shares on 3/1/2010 and 600 shares on each of 1/1/2011, 1/1/2012, 1/1/2013 and 1/1/2014, so long as the Reporting Person continues to be employed by the Company on the applicable vesting date.

[Kathleen H. Wade](#) under  
[POA for the benefit of C.](#)      01/05/2009  
[James Koch](#)

\*\* 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.**