

Geist John C
Form 4
March 27, 2019

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 *
Geist John C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/27/2019

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Chief Sales Officer

C/O THE BOSTON BEER COMPANY, INC., ONE DESIGN CENTER PLACE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

BOSTON, MA 02210

(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) | 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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| Class A Common | 03/27/2019 | | M ⁽¹⁾ | 8,000 | A | \$ 95.09 | 9,956 ⁽²⁾ | D |
| Class A Common | 03/27/2019 | | S ⁽¹⁾ | 2,400 | D | \$ 284.26 | 7,556 ⁽²⁾ | D |
| Class A Common | 03/27/2019 | | S ⁽¹⁾ | 28 | D | \$ 285.01 | 7,528 ⁽²⁾ | D |
| Class A Common | 03/27/2019 | | S ⁽¹⁾ | 1,324 | D | \$ 286.87 | 6,204 ⁽²⁾ | D |

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| | | | | | | | |
|-------------------|------------|------------------|-------|---|----------------------------|----------------------|---|
| Class A Common | 03/27/2019 | S ⁽¹⁾ | 2,531 | D | \$ 288.06 <u>(5)</u> | 3,673 ⁽²⁾ | D |
| Class A Common | 03/27/2019 | S ⁽¹⁾ | 517 | D | \$ 289.17 <u>(6)</u> | 3,156 ⁽²⁾ | D |
| Class A Common | 03/27/2019 | S ⁽¹⁾ | 1,200 | D | \$ 290.86 <u>(7)</u> | 1,956 ⁽²⁾ | D |

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Stock Option (Right to Buy) | \$ 95.09 | 03/27/2019 | | M ⁽¹⁾ | 8,000 | 01/01/2016 ⁽⁸⁾ | 12/31/2020 | Class A Common | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Geist John C C/O THE BOSTON BEER COMPANY, INC. ONE DESIGN CENTER PLACE BOSTON, MA 02210 | | | Chief Sales Officer | |

Signatures

Michael G. Andrews under POA for the benefit of John C.
Geist

03/27/2019

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on February 25, 2019.

(2) The shares reported include 1,956 shares of restricted stock subject to vesting conditions.

(3) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 2,400 shares is from \$284.00 to \$284.75. 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 1,324 shares is from \$286.51 to \$287.10. 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 2,531 shares is from \$287.52 to \$288.49. 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 517 shares is from \$289.00 to \$289.54. 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 1,200 shares is from \$290.45 to \$291.43. 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 vests in five annual installments, on January 1 in the years 2016 to 2020, provided that the Reporting Person remains employed by the Company on the applicable vesting dates.

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.