

KOCH C JAMES
Form 4
May 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
KOCH C JAMES

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)
05/22/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

C/O THE BOSTON BEER COMPANY, ONE DESIGN CENTER PLACE, SUITE 850

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | | |
| | | | | Code | V | Amount | |
| Class A Common | 05/22/2012 | | S | | 3,521 | D | \$ 105.36 (1) (5) 241,727 |
| Class A Common | 05/22/2012 | | S | | 679 | D | \$ 106.22 (2) (5) 241,048 |
| Class A Common | 05/22/2012 | | S | | 700 | D | \$ 107.38 (3) (5) 240,348 |
| Class A Common | 05/22/2012 | | S | | 100 | D | \$ 240,248 |

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| | | | | |
|-------------------|-----------------------|---|--|---|
| Common | 108.48 | | | |
| | <u>(4)</u> <u>(5)</u> | | | |
| Class A Common | 23,486 | I | | Custodian for children under UGTMA |
| Class A Common | 3,656 | I | | By spouse as custodian for children under UGTMA |
| Class A Common | 2,532 | I | | By spouse in trust for children |
| Class A Common | 22,756 | I | | By spouse in trust under GRAT |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| KOCH C JAMES C/O THE BOSTON BEER COMPANY ONE DESIGN CENTER PLACE, SUITE 850 BOSTON, MA 02210 | X | X | Chairman | |

Signatures

Kathleen H. Wade under POA for the benefit of C. James
Koch

05/24/2012

__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 price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for 3,521 shares is from \$104.79 to \$105.75.
 - (2) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for 679 shares is from \$105.80 to \$106.61.
 - (3) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for 700 shares is from \$107.07 to \$107.96.
 - (4) The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for 100 shares is from \$108.47 to \$108.48.
 - (5) The reporting person will provide, upon request from the staff of the Securities and Exchange Commission, the Registrant or a shareholder of the Registrant, full information regarding the number of shares sold at each separate price.

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.