

BOSTON BEER CO INC
 Form 4
 January 03, 2006

FORM 4

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

OMB APPROVAL

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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 *
MARTIN MONICA M

(Last) (First) (Middle)

C/O BOSTON BEER COMPANY, INC., 75 ARLINGTON STREET

(Street)

BOSTON, MA, X1 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Dir. of Finance & Controller

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

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 or Price | | |
| Class A Common | 01/01/2006 | | M | | 225 \$ 7.075 | 225 | D |
| Class A Common | 01/01/2006 | | M | | 243 \$ 8.68 | 468 | D |
| Class A Common | 01/01/2006 | | M | | 281 \$ 11.079 | 749 | D |
| Class A Common | 01/01/2006 | | M | | 247 \$ 12.684 | 996 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Purchase | \$ 7.075 | 01/01/2006 | | M | 225 | (1) (1) | Class A Common | 1,122 |
| Restricted Stock Purchase | \$ 8.68 | 01/01/2006 | | M | 243 | (1) (1) | Class A Common | 1,217 |
| Restricted Stock Purchase | \$ 11.079 | 01/01/2006 | | M | 281 | (1) (1) | Class A Common | 1,404 |
| Restricted Stock Purchase | \$ 12.684 | 01/01/2006 | | M | 247 | (1) (1) | Class A Common | 1,236 |
| Restricted Stock Award | \$ 24.95 | 01/01/2006 | | A | 802 | (2) (2) | Class A Common | 802 |
| Stock Option (Right to Buy) | \$ 24.95 | 01/01/2006 | | A | 2,000 | (3) (3) | Class A Common | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN MONICA M C/O BOSTON BEER COMPANY, INC. 75 ARLINGTON STREET | | | Dir. of Finance & Controller | |

BOSTON, MA, X1 02116

Signatures

Monica M.
Martin

01/03/2006

__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) Restricted Stock Purchase Plan 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) Restricted Stock Award awarded under the issuer's Employee Equity Incentive Plan, shares vest at 20% over 5 years from date of award. Reporting Person's right to exercise this option is contingent upon the Company's 2006 performance against a benchmark, which performance will be determined by the Company's Board of Directors on or before March 1, 2007. If the Company does not meet the
- (3) benchmark, the Option shall lapse as to 50% or all of the shares, based on the Board's determination. If the benchmark is met or exceeded, the option may become exercisable as to a maximum of 400 shares on each of March 1, 2007 and January 1 in each of the years 2008, 2009, 2010 and 2011, so long as the Reporting Person continues to be employed by the Company on the applicable vesting date.

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.