

Grinnell David L.
Form 4
January 05, 2009

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 *
Grinnell David L.

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)
01/01/2009

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President of Brewing

C/O THE BOSTON BEER COMPANY, INC., 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 | 01/01/2009 | | M | A | \$ 0 | 321 | D |
| Class A Common | 01/01/2009 | | M | A | \$ 0 | 543 | D |
| Class A Common | 01/01/2009 | | M | A | \$ 0 | 861 | D |
| Class A Common | 01/01/2009 | | M | A | \$ 22.59 | 1,015 | D |
| Class A Common | 01/02/2009 | | S | D | \$ 28.4267 | 674 | D |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 28.4 | 01/01/2009 | | A | 3,000 | (1) (1) | Class A Common | 3,000 |
| Restricted Stock Award | \$ 0 | 01/01/2009 | | A | 2,112 | (2) (2) | Class A Common | 2,112 |
| Restricted Stock Award | \$ 0 | 01/01/2009 | | M | 321 | (3) (3) | Class A Common | 1,603 |
| Restricted Stock Award | \$ 0 | 01/01/2009 | | M | 222 | (4) (4) | Class A Common | 1,111 |
| Restricted Stock Award | \$ 0 | 01/01/2009 | | M | 318 | (5) (5) | Class A Common | 1,593 |
| Restricted Stock Purchase | \$ 22.59 | 01/01/2009 | | M | 154 | (6) (6) | Class A Common | 774 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Grinnell David L.
C/O THE BOSTON BEER COMPANY, INC.

Vice President of Brewing

ONE DESIGN CENTER PLACE, SUITE 850
BOSTON, MA 02210

Signatures

Kathleen H. Wade under POA for the benefit of David
Grinnell

01/05/2009

__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).
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.
- (1) 422 shares will vest on each of 1/1/10, 1/1/11, and 1/1/12, 423 shares will vest on 1/1/13 and 1/1/14, so long as the Reporting Person continues to be employed by the Company on the applicable vesting date.
 - (2) 321 shares will vest on each of 1/1/10 and 1/1/11, so long as the Reporting Person continues to be employed by the Company on the applicable vesting date.
 - (3) 222 shares will vest on each of 1/1/10 and 1/1/11 and 223 shares will vest on 1/1/2012, so long as the Reporting Person continues to be employed by the Company on the applicable vesting date.
 - (4) 318 shares will vest on 1/1/10 and 319 shares will vest on each of 1/1/11, 1/1/12 and 1/1/13, so long as the Reporting Person continues to be employed by the Company on the applicable vesting date.
 - (5) Restricted Stock Purchase pursuant to the Investment Share Program under the issuer's Employee Equity Incentive Plan, shares vest 20% over 5 years from date of purchase.
 - (6)

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.