

KOCH C JAMES
Form 5
January 24, 2013

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

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

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/29/2012

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

6. Individual or Joint/Group Reporting

(check applicable line)

BOSTON, MA 02210

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (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 | 05/15/2012 | ^ | G ⁽¹⁾ | 13,244 A \$ 0 0 | | D | ^ |
| Class A Common | 12/11/2012 | ^ | G ⁽²⁾ | 44,248 D \$ 0 0 | | D | ^ |
| Class A Common | ^ | ^ | ^ | ^ ^ ^ 23,486 | | I | Custodian for children under UGTMA |

| | | | | | | | | | |
|----------------|---|---|---|---|---|---|--------|---|---|
| Class A Common | Â | Â | Â | Â | Â | Â | 3,656 | I | By spouse as custodian for children under UGTMA |
| Class A Common | Â | Â | Â | Â | Â | Â | 2,532 | I | By spouse in trust for children |
| Class A Common | Â | Â | Â | Â | Â | Â | 22,756 | I | By spouse in trust under GRAT |
| Class A Common | Â | Â | Â | Â | Â | Â | 44,248 | I | By LLC managed by spouse |

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 2270 (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. of D Se B O E I F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

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 | Â X | Â X | Â Chairman | Â |

Signatures

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

01/24/2013

__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) This transaction involved the return of securities from a Grantor Retained Annuity Trust controlled by the Reporting Person's spouse to direct ownership by the Reporting Person. The shares so transferred have been reported as directly owned on the Reporting Person's Form 4 filings since the date of the transfer.

(2) This transaction involved a gift of securities from the Reporting Person to an LLC managed by the Reporting Person's spouse and owned by Trusts established for the benefit of the Reporting Person's children. The Reporting Person's spouse is the Trustee or Co-Trustee of each Trust. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.