Check this box if no

П

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

|                 | OMB APPROVAL             |                      |  |  |  |  |  |  |  |  |  |
|-----------------|--------------------------|----------------------|--|--|--|--|--|--|--|--|--|
|                 | OMB Number:              | 3235-0287            |  |  |  |  |  |  |  |  |  |
| ection<br>f the | Expires:                 | December 31,<br>2014 |  |  |  |  |  |  |  |  |  |
|                 | Estimated average burden |                      |  |  |  |  |  |  |  |  |  |
|                 | hours per<br>response    | 0.5                  |  |  |  |  |  |  |  |  |  |
|                 |                          |                      |  |  |  |  |  |  |  |  |  |

| longer subject to Section<br>16. Form 4 or Form 5 | STATEMENT OF CHANGES IN BEN                      |
|---|--|
| obligations may continue.                         | Filed pursuant to Section 16(a) of the Securitie |
| See Instruction 1(b).                             | 17(a) of the Public Utility Holding Company Ad   |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ion 16(a) of the Securities Exchange Act of 1934, Se ility Holding Company Act of 1935 or Section 30(h) of Investment Company Act of 1940

| Wade Kathleen H |  | orting Person <sup>*</sup> | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>BOSTON BEER CO INC [SAM] | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)<br>Director 10% Owner<br>X Officer (give Other (specify<br>title below) below)<br>VP - Legal and Secretary |  |  |  |  |
|-----------------|--|----------------------------|--|--|--|--|--|--|
|                 |  | MPANY, INC., 1             | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/11/2015                 |  |  |  |  |  |
| (Ctroot)        |  |                            | 4. If Amendment, Date of Original Filed<br>(Month/Day/Year)                    | <ul> <li>6. Individual or Joint/Group Filing (Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>      |  |  |  |  |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |            |   |                                     |   |   |                  |                          |  |  |   |  |
|--|------------|---|-------------------------------------|---|---|------------------|--------------------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3)   | Date       | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transac<br>Code<br>(Instr. 8) |   | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |                          | 5. Amount of<br>Securities<br>Beneficially<br>Owned            | 6.<br>Ownership<br>Form:<br>Direct (D) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |
|  |            |   | Code                                | v | Amount  | (A)<br>or<br>(D) | Price                    | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and<br>4) | or Indirect<br>(I)<br>(Instr. 4)       | (Instr. 4)  |  |
| Class A<br>Common  | 03/11/2015 |   | М                                   |   | 540   | Α                | \$ 46.6                  | 11,256 <sup>(1)</sup>  | D                                      |   |  |
| Class A<br>Common  | 03/11/2015 |   | S                                   |   | 540   | Α                | \$ 260.02 <sup>(2)</sup> | 10,716   | D                                      |   |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |                                    |   |   |     |  |                    |                   |  |  |  |  |  |
|--|---|--|---|------------------------------------|---|---|-----|--|--------------------|-------------------|--|--|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transac<br>Code<br>(Instr. 8 |   | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) |                    |                   |  | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |   | Code                               | v | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title             | Amount<br>or<br>Number<br>of<br>Shares |  |  |  |  |
| Class A<br>Common<br>Stock Option  | \$ 46.6   | 03/11/2015                                 |   | м                                  |   |   | 540 | 03/01/2011 <sup>(3)</sup>                                      | 12/31/2019         | Class A<br>Common | 2,700                                  | \$ 0   | 0  | D  |  |

## **Explanation of Responses:**

1. The shares reported include 949 shares of restricted stock subject to vesting conditions.

2. The price shown is the weighted average sale price for the transactions reported on this line. The range of sale prices for the 540 shares is from \$260.00 to \$260.09. 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.

3. On 01/01/2010, the Issuer granted the Reporting Person a contingent vesting option of 2,700 shares of Class A Common Stock. The option vested in five equal installments: The first on 03/01/2011 and the last on 01/01/2015.

Kathleen H. Wade \*\* Signature of Reporting Person

03/13/2015

<sup>ig</sup> Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.