

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

Amendment No. 3

Under the Securities and Exchange Act of 1934

The Boston Beer Company, Inc.
(Name of Issuer)

Class A Common Stock
(Title of Class of Securities)

100557107
(CUSIP Number)

Check the following box if a fee is being paid with this statement .

(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mr. C. James Koch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

Number of shares beneficially owned by each reporting person with

5 SOLE VOTING POWER
4,839,456

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
4,839,456

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,839,456

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES X

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
23.6%

12 TYPE OF REPORTING PERSON
IN

Item 1(a) Name of Issuer:

The Boston Beer Company, Inc.

Item 1(b) Address of Issuer's principal executive offices:

75 Arlington Street
Boston, MA 02116

Item 2(a) Name of person filing:

C. James Koch

Item 2(b) Address of principal business office or, if none, residence:

75 Arlington Street
Boston, MA 02116

Item 2(c) Citizenship:

U.S.A.

Item 2(d) Title of class of securities:

Class A Common Stock

Item 2(e) CUSIP Number:

100557107

Item 3 If Statement filed pursuant to Rule 13d-1(b) or 13d-2(b),
check whether the person filing is a:

(a) Broker or Dealer

(b) Bank

- (c) |_| Insurance Company
- (d) |_| Investment Company
- (e) |_| Investment Advisor
- (f) |_| Employee Benefit Plan, Pension Fund or Endowment Fund

- (g) |_| Parent Holding Company
- (h) |_| Group

NOT APPLICABLE

Item 4

Ownership:

- (a) Amounts beneficially owned:

As of December 31, 1998, Mr. Koch owned directly 726,367 shares of the Issuer's Class A Common Stock and had the right to acquire directly (i) 4,107,355 shares of the Issuer's Class A Common Stock upon the conversion of an equal number of shares of the Issuer's Class A Common Stock held by Mr. Koch and (ii) 5,734 shares of the Issuer's Class A Common Stock upon the exercise of vested stock options.

In addition, Mr. Koch may be deemed to beneficially own 1,472 shares of the Issuer's Class A Common Stock owned by his spouse, 332,835 shares of the Issuer's Class A Common Stock held by a trust in which his children have a pecuniary interest, and 281,718 shares of the Issuer's Class A Common Stock held by a trust in which he has a pecuniary interest. Mr. Koch disclaims such beneficial ownership.

- (b) Percent of class:

Mr. Koch beneficially owns 23.6% of the Issuer's Class A Common Stock. In addition, Mr. Koch could be deemed to be a beneficial owner, for purposes of this Schedule 13G, of an additional 616,025 shares of Class A Common Stock of the Issuer as described in item 4(a) above. Beneficial ownership of such shares would constitute beneficial ownership of an additional 3.0% of the Issuer's Class A Common Stock.

- (c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 4,839,456
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 4,839,456
- (iv) shared power to dispose or to direct the disposition of: 0

Item 5

Ownership of 5% or Less of a Class:

Not applicable

Item 6

Ownership of more than 5% on behalf of another person:

Not applicable.

Item 7 Identification and classification of the subsidiary which acquired the security being reported on by the Parent Holding Company:

Not applicable.

Item 8 Identification and classification of members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 1999

/s/C. James Koch
C. James Koch