

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**

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

<b>1. Name and Address of Reporting Person *</b> Grinnell David L. <hr/> (Last) (First) (Middle) C/O THE BOSTON BEER COMPANY, INC., ONE DESIGN CENTER PLACE, SUITE 850 <hr/> (Street) BOSTON MA 02210 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> BOSTON BEER CO INC [SAM]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Vice President of Brewing
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 01/17/2013	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	

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	(A) or (D)	Price			
Class A Common	01/17/2013 <sup>(1)</sup>		A <sup>(2)</sup>		216	A	\$ 80.67 <sup>(3)</sup>	5,308 <sup>(4)</sup>	D	

**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Under the Issuer's Employee Equity Incentive Plan, the restricted share transaction took place on January 17, 2013, with an effective grant date of January 1, 2013.
- This transaction involves the purchase of restricted shares by the Reporting Person under the Issuer's Employee Equity Incentive Plan. These restricted shares vest in five equal installments over a five year period, provided that the Reporting Person remains employed by Issuer as of the applicable vesting date. The first installment vests one year from grant date and the final installment vests five years from grant date. Restricted Stock Agreement shares have no expiration date.
- Under the Issuer's Employee Equity Incentive Plan, tenured employees may purchase restricted shares at a discounted price.
- The Reporting Person's unvested restricted shares were previously reported on Table II of the Reporting Person's Form 4 filings. This amount now includes all shares owned by the Reporting Person, including an aggregate of 1,587 unvested restricted shares that had previously been reported on Table II.

[Kathleen H. Wade](#) under  
[POA for the benefit of](#)      [01/22/2013](#)  
[David L. Grinnell](#)

\*\* Signature of Reporting      Date  
 Person

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.**