

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Geist John C</u>  (Last) (First) (Middle) <u>C/O THE BOSTON BEER COMPANY, INC.</u> <u>ONE DESIGN CENTER PLACE</u>  (Street) <u>BOSTON MA 02210</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOSTON BEER CO INC [ SAM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Chief Sales Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2022</u>	
	4. If Amendment, Date of Original Filed (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	03/01/2022		A <sup>(1)</sup>		756	A	\$0.00	5,208 <sup>(2)</sup>	D	
Class A Common	03/01/2022		S		456	D	\$388.12	4,752 <sup>(2)</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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
March 1, 2019 Stock Option	\$312.56	03/01/2022		A		637		03/01/2021 <sup>(3)</sup>	02/28/2029	Class A Common	1,911	\$0.00	1,274	D	
March 1, 2020 Stock Option	\$370.79	03/01/2022		A		627		03/01/2022 <sup>(4)</sup>	02/28/2030	Class A Common	1,883	\$0.00	1,883	D	
March 1, 2022 Stock Option	\$383.46	03/01/2022		A		1,627		03/01/2024 <sup>(5)</sup>	02/29/2032	Class A Common	1,627	\$0.00	1,627	D	

**Explanation of Responses:**

- On March 1, 2022, the Issuer granted 756 RSUs to the Reporting Person under the Issuer's Employee Equity Incentive Plan ("EEIP"). The shares will vest in four equal installments over a four year period, provided that the Reporting Person remains employed by the Issuer on the applicable vesting dates, and subject to accelerated vesting in certain situations.
- The shares reported include 4,490 shares of restricted stock subject to vesting conditions. A total of 456 restricted shares vested on the Transaction Date.
- The Performance-Based Stock Options were granted pursuant to the Issuer's EEIP on March 1, 2019. The extent to which the options were exercisable was dependent upon the Company achieving certain compounded annual growth rate targets based on net revenue growth in Fiscal Year 2020 over Fiscal Year 2018. In February 2021, the Compensation Committee determined that the performance criteria had been achieved, and as such the options vest in three equal installments on March 1 in the years 2021-2023, provided that the Reporting Person remains employed by the Company on the applicable vesting dates, and subject to accelerated vesting in certain situations.
- The Performance-Based Stock Options were granted pursuant to the Issuer's EEIP on March 1, 2020. The extent to which the options were exercisable was dependent upon the Company achieving certain compounded annual growth rate targets based on net revenue growth in Fiscal Year 2021 over Fiscal Year 2019. In February 2022, the Compensation Committee determined that the performance criteria had been achieved, and as such the options vest in three equal installments on March 1 in the years 2022-2024, provided that the Reporting Person remains employed by the Company on the applicable vesting dates, and subject to accelerated vesting in certain situations.
- The Performance-Based Stock Options were granted pursuant to the Issuer's EEIP on March 1, 2022. The extent to which the options become exercisable is dependent upon the Company achieving certain compounded annual growth rate targets based on net revenue growth in Fiscal Year 2023 over Fiscal Year 2021. The Compensation Committee will determine if the performance criteria have been achieved prior to March 1, 2024. If the performance criteria is achieved, the options vest in three equal installments on March 1 in the years 2024-2026, provided that the Reporting Person remains employed by the Company on the applicable vesting dates, and subject to accelerated vesting in certain situations.

**Remarks:**

Michael G. Andrews under  
POA for the benefit of John C. Geist 03/02/2022  
Geist

\*\* Signature of Reporting Person 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.

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