

Sprouts Farmers Market, Inc.
Form 4
February 05, 2014

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maredia Amin N.

(Last) (First) (Middle)

11811 N.TATUM BLVD, SUITE 2400

(Street)

PHOENIX, AZ 85028

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Sprouts Farmers Market, Inc. [SFM]

3. Date of Earliest Transaction (Month/Day/Year)

02/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock, par value \$0.001 per share	02/03/2014		M	V	19,792 A \$ 1.0864	229,792	D
Common Stock, par value \$0.001 per share	02/03/2014		S ⁽¹⁾		19,792 D \$ 35.2956	210,000	D
Common Stock, par value \$0.001 per share	02/03/2014		M		20,634 A \$ 3.3255	230,634	D

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value
\$0.001 per
share

Common Stock, par value	02/03/2014	S ⁽¹⁾	20,634	D	\$ 35.2956 ⁽²⁾	210,000	D
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\$0.001 per
share

Common Stock, par value	02/04/2014	M	30,624	A	\$ 1.0864	240,624	D
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\$0.001 per
share

Common Stock, par value	02/04/2014	S ⁽¹⁾	30,624	D	\$ 35	210,000	D
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\$0.001 per
share

Common Stock, par value	02/04/2014	M	31,927	A	\$ 3.3255	241,927	D
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\$0.001 per
share

Common Stock, par value	02/04/2014	S ⁽¹⁾	31,927	D	\$ 35	210,000	D
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\$0.001 per
share

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

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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. Amount or Number	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of Shares
Stock Option (right to buy)	\$ 1.0864	02/03/2014	M	19,792	<u>(3)</u>	09/25/2018	Common stock, par value \$0.001 per share	19,792
Stock Option (right to buy)	\$ 3.3255	02/03/2014	M	20,634	<u>(4)</u>	09/25/2018	Common stock, par value \$0.001 per share	20,634
Stock Option (right to buy)	\$ 1.0864	02/04/2014	M	30,624	<u>(3)</u>	09/25/2018	Common stock, par value \$0.001 per share	30,624
Stock Option (right to buy)	\$ 3.3255	02/04/2014	M	31,927	<u>(4)</u>	09/25/2018	Common stock, par value \$0.001 per share	31,927

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maredia Amin N. 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028			Chief Financial Officer	

Signatures

Brandon F. Lombardi, Attorney-in-Fact for Amin N. Maredia	02/05/2014
**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.0000 to \$35.9350 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The reporting person is exercising options that are presently exercisable. Of the remaining options after giving effect to these transactions, 25,209 are presently exercisable and 75,625 become exercisable in equal installments at the end of each calendar quarter through September 30, 2014.

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(4) All such options are presently exercisable.

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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