Sprouts Farmers Market, Inc.

Form 4

February 05, 2014

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

Symbol

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Maredia Amin N.

			Sprouts Farmers Market, Inc. [SFM]			[SFM]	(Check all applicable)				
(Last) 11811 N.T. 2400	(First) (ATUM BLVD, S	Middle) UITE		of Earliest T Day/Year) 2014	ransaction			Director _X Officer (give t	10%	Owner r (specify	
	(Street)			endment, D onth/Day/Yea	_	ıl	A	. Individual or Joi pplicable Line) X_ Form filed by Or	ne Reporting Per	rson	
PHOENIX.	, AZ 85028						P	Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secui	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	ODD Dispos (Instr. 3, 4	ed of (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	19,792	A	\$ 1.0864	229,792	D		
Common Stock, par value \$0.001 per share	02/03/2014			S <u>(1)</u>	19,792	D	\$ 35.2956 (2)	210,000	D		
Common Stock, par	02/03/2014			M	20,634	A	\$ 3.3255	230,634	D		

value \$0.001 per share							
Common Stock, par value \$0.001 per share	02/03/2014	S(1)	20,634	D	\$ 35.2956 (2)	210,000	D
Common Stock, par value \$0.001 per share	02/04/2014	M	30,624	A	\$ 1.0864	240,624	D
Common Stock, par value \$0.001 per share	02/04/2014	S <u>(1)</u>	30,624	D	\$ 35	210,000	D
Common Stock, par value \$0.001 per share	02/04/2014	M	31,927	A	\$ 3.3255	241,927	D
Common Stock, par value \$0.001 per share	02/04/2014	S <u>(1)</u>	31,927	D	\$ 35	210,000	D

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

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 control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Number of	6. Date Exer	cisable and	7. Title and A	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative			Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Se	curities	(Month/Day/	Year)	(Instr. 3 and 4	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Ac	equired (A)				
	Derivative				or	Disposed of				
	Security				(D)				
					(In	str. 3, 4,				
					and	d 5)				
				Code V	V (A) (D)	Date	Expiration	Title	Amount
							Exercisable	Date		or
										Number

SEC 1474

(9-02)

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

Reporting Owners 3

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.