Sprouts Farmers Market, Inc.

Form 4

February 28, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

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

2. Issuer Name and Ticker or Trading

may continue. See Instruction

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person *

GOLLEHER GEORGE			2. Issuer Name and Ticker or Trading Symbol					Issuer			
			Sprouts Farmers Market, Inc. [SFM]				[SFM]	(Check all applicable)			
(Last) (First) (Middle) 11811 N.TATUM BLVD, SUITE 2400			3. Date of Earliest Transaction (Month/Day/Year) 02/26/2014					X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) PHOENIX, AZ 85028			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(City) (State) (Zip) Table I - Non-Derivative Securities				rities Acqu	quired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. Transaction Code (Instr. 8)	(Instr. 3,	(A) or	d of (D)	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	02/26/2014			M	9,383	A	\$ 1.0864	234,383	D	
	Common Stock, par value \$0.001 per share	02/26/2014			S <u>(1)</u>	9,383	D	\$ 37	225,000	D	
	Common Stock, par	02/28/2014			M	9,383	A	\$ 1.0864	234,383	D	

OMB APPROVAL

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January 31,

2005

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5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

value \$0.001 per share						
Common Stock, par value \$0.001 per share	02/28/2014	S <u>(1)</u>	9,383	D	\$ 38.42 225,000	D
Common Stock, par value \$0.001 per share	02/28/2014	M	7,037	A	\$ 1.0864 232,037	D
Common Stock, par value \$0.001 per share	02/28/2014	S <u>(1)</u>	7,037	D	\$ 39.25 225,000	D

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)	execution Date, if Transaction Code		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.0864	02/26/2014		M	9,383	<u>(2)</u>	05/02/2018	Common stock, par value \$0.001 per share	9,383
Stock Option (right to buy)	\$ 1.0864	02/28/2014		M	9,383	(2)	05/02/2018	Common stock, par value \$0.001	9,383

							per share	
Stock Option (right to buy)	\$ 1.0864	02/28/2014	M	7,037	(2)	05/02/2018	Common stock, par value \$0.001 per share	7,037
Stock Option (right to buy)	\$ 3.3255				(2)	05/02/2018	Common stock, par value \$0.001 per share	187,935

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
GOLLEHER GEORGE 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028	X							

Signatures

Brandon F. Lombardi, Attorney-in-Fact for George
Golleher

02/28/2014

**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) All such options are presently exercisable.
 - The reporting person's Form 3 included options to purchase an aggregate of 300,696 shares of common stock. All such options were reported as exercisable at a price of \$3.3255 per share. However, of such options, options to purchase 187,935 shares of common stock
- (3) were exercisable at a price of \$3.3255 per share and the remaining options to purchase 112,761 shares of common stock were exercisable at a price of \$1.0864 per share. On February 26 and 28, 2014, the reporting person exercised options to purchase an aggregate of 25,803 of such shares at a price of \$1.0864 per share.

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.

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