

Sprouts Farmers Market, Inc.
Form 4
November 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
Black Stephen Douglas

(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)
11/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.001 per share	11/20/2014		M		5,729	A	\$ 3.7755
					8,171		
						D	
Common Stock, par value \$0.001 per share	11/20/2014		M		6,662	A	\$ 6.0145
					14,833		
						D	
Common Stock, par	11/20/2014		M		12,375	A	\$ 18
					27,208		
						D	

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value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

11/20/2014 S 24,766 D 31.6303 2,442 ⁽²⁾ D
(1)

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

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(9-02)

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 of Shares
Stock Option (right to buy)	\$ 3.7755	11/20/2014		M	5,729	⁽³⁾ 07/23/2019	Common stock, par value \$0.001 per share	5,729
Stock Option (right to buy)	\$ 6.0145	11/20/2014		M	6,662	⁽⁴⁾ 07/23/2019	Common stock, par value \$0.001 per share	6,662
Stock Option (right to buy)	\$ 18	11/20/2014		M	12,375	⁽⁵⁾ 07/31/2020	Common stock, par value \$0.001 per share	12,375

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners

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Director 10% Owner Officer Other

Black Stephen Douglas
11811 N.TATUM BLVD
SUITE 2400
PHOENIX, AZ 85028

Chief Marketing Officer

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for Stephen D.
Black

11/21/2014

__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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.51 to \$31.71 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.
 - (2) Consists of 2,442 restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock. These restricted stock units will vest over three years, with one-third vesting on March 4, 2015; one-third vesting on March 4, 2016; and the remaining one-third vesting on March 4, 2017, assuming continued employment through the applicable vest date.
 - (3) The reporting person is exercising options that are presently exercisable. Of the remaining options after giving effect to this transaction, 17,188 will become exercisable in equal quarterly installments at the end of each calendar quarter through June 30, 2015; and 22,917 vest at the end of fiscal 2014 or fiscal 2015, provided certain corporate performance targets are met.
 - (4) All such options are presently exercisable.
 - (5) The reporting person is exercising options that are presently exercisable. Of the remaining options after giving effect to this transaction, 9,625 will become exercisable in equal quarterly installments at the end of each calendar quarter through June 30, 2016; 5,500 vest at the end of fiscal 2014 or fiscal 2015, provided certain corporate performance targets are met; and 5,500 vest at the end of fiscal 2015 or fiscal 2016, provided certain corporate performance targets are met.

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.