Sprouts Farmers Market, Inc.

Form 4

March 04, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287

Washington, D.C. 20549

Number: January 31, Expires:

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

15,533 ⁽²⁾

D

burden hours per response... 0.5

obligations may continue.

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

1(b).

Common Stock, par value

\$0.001 per share

03/02/2016

(Print or Type Responses)

See Instruction

1. Name and A Nielsen Jan	2. Issuer Name and Ticker or Trading Symbol Sprouts Farmers Market, Inc. [SFM]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)				Director 10% Owner				
5455 EAST 111	03/02/2016					X_ Officer (give title Other (specify below) President & COO					
	(Street)		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			
PHOENIX,	- -					Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Y		Date, if	Date, if Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5)				5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownersh Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock, par value \$0.001 per share	03/02/2016			Code V M	Amount 50,000	(D)	Price \$ 3.3255	65,533	D		

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

 $S^{(1)}$

50,000 D

\$ 29

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SEC 1474 (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)	ransaction Date 3A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)		5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.3255	03/02/2016		M	50,000	(3)	05/02/2018	Common stock, par value \$0.001 per share	50,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nielsen James Leroy 5455 EAST HIGH STREET SUITE 111

President & COO

PHOENIX, AZ 85054

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for James L. Nielsen

03/04/2016

**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.

Amount includes 4,677 shares of common stock, 2,219 restricted stock units and 8,637 performance share awards. Each restricted stock unit and performance share award represent the right to receive, upon vesting, one share of common stock. The restricted stock units will

vest over three years, with one-third vested on March 4, 2015; one-third vested on March 4, 2016; and the remaining one-third vesting on March 4, 2017, assuming continued employment through such date. The performance share awards will vest over two years, with one-half vesting on March 11, 2017 and the remaining one-half vesting on March 11, 2018, assuming continued employment through such dates.

Reporting Owners 2

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(3) All such options are presently exercisable; excludes an additional 677,210 outstanding options held by the reporting person at various strike prices.

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.