

Vitamin Shoppe, Inc.
Form 4
March 04, 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 *
TRUESDALE ANTHONY N

(Last) (First) (Middle)

2101 91ST STREET

(Street)

NORTH BERGEN, NJ 07047

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Vitamin Shoppe, Inc. [VSI]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2014

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 Executive 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)
			Code	V	Amount	Price	
Common Stock	03/03/2014		M ⁽¹⁾		742	\$ 10.75	A 108,189 ⁽²⁾ D
Common Stock	03/03/2014		M ⁽¹⁾		34,258	\$ 13.43	A 142,447 D
Common Stock	03/03/2014		S ⁽¹⁾		35,000	\$ 46.3 ⁽³⁾	D 107,447 D

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

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number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option(Right to Buy)	\$ 10.75	03/03/2014		M	742	<u>(4)</u> 04/02/2016	Common Stock	742
Stock Option (Right to Buy)	\$ 13.43	03/03/2014		M	34,258	<u>(4)</u> 04/02/2016	Common Stock	34,258

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUESDALE ANTHONY N 2101 91ST STREET NORTH BERGEN, NJ 07047	X		Chief Executive Officer	

Signatures

/s/ Jean W. Frydman,
attorney-in-fact

03/04/2014

__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) This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2013.

Includes 296 shares acquired at \$19.58 per share, 285 shares acquired at \$22.10 per share, 60 shares acquired at \$28.36 per share, 59 shares acquired at \$28.82 per share, 54 shares acquired at \$31.82 per share, 55 shares acquired at \$30.85 per share, 324 shares acquired at \$34.26, 45 shares acquired at \$37.75 per share, 36 shares acquired at \$47.66 per share, 35 shares acquired at \$48.76, 44 shares acquired at

(2) \$41.52 per share, 50 shares acquired at \$38.11 per share, 51 shares acquired at \$37.19 per share and 51 shares acquired at \$37.58 per share under the Vitamin Shoppe 2010 Employee Stock Purchase Plan on June 30, 2010, September 30, 2010, March 30, 2011, June 30, 2011, September 30, 2011, December 30, 2011, March 30, 2012, June 29, 2012, September 28, 2012, December 31, 2012, March 28, 2013, June 28, 2013, September 30, 2013 and December 31, 2013 respectively.

(3) The \$46.30 sale price is the average sale price from eighty eight (88) trades.

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(4) Options vested on April 2, 2007, April 2, 2008, April 2, 2009, October 27, 2009 and April 2, 2010.

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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