

Sprouts Farmers Market, Inc.
Form 4
October 23, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Berlinski Donna

(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)

10/21/2014

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)

VP, Controller

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	10/21/2014		M	14,742 A	\$ 1.0864 22,506	D	
Common Stock, par value \$0.001 per share	10/21/2014		S ⁽¹⁾	14,742 D	\$ 29.5 7,764 ⁽²⁾	D	
Common Stock, par	10/21/2014		M	25,667 A	\$ 3.3255 33,431	D	

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value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

10/21/2014

S⁽¹⁾

25,667

D

\$ 29.75 7,764 ⁽²⁾

D

Common
Stock, par
value
\$0.001 per
share

10/21/2014

M

1,275

A

\$
3.7755 9,039

D

Common
Stock, par
value
\$0.001 per
share

10/21/2014

S⁽¹⁾

1,275

D

\$ 30 7,764 ⁽²⁾

D

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)	\$ 1.0864	10/21/2014		M	14,742	⁽³⁾ 09/25/2018	Common stock, par value \$0.001 per share	14,742
Stock Option (right to buy)	\$ 3.3255	10/21/2014		M	25,667	⁽³⁾ 09/25/2018	Common stock, par value \$0.001	25,667

Stock								per share	
Option	\$ 3.7755	10/21/2014	M	1,275	(4)	07/23/2019	Common	stock, par	
(right to							value		1,275
buy)							\$0.001		
							per share		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berlinski Donna 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028			VP, Controller	

Signatures

/s/ Donna
Berlinski 10/23/2014

__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) Consists of 7,000 shares of common stock and 764 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) All such options are presently exercisable.

(4) The reporting person is exercising options that are presently exercisable. Of the remaining options, 3,516 are presently exercisable, 4,125 become exercisable in equal installments at the end of each calendar quarter through June 30, 2015 and 5,500 options become exercisable at the end of each of fiscal 2014, 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.

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