

Barry Michael
Form 4
May 03, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Barry Michael

(Last) (First) (Middle)

C/O THE FRESH MARKET,
INC., 628 GREEN VALLEY
ROAD, SUITE 500

(Street)

GREENSBORO, NC 27408

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Fresh Market, Inc. [TFM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2011

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)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/03/2011 | | S | | 893,930 | D | \$ 41.0125 | 886,107 | I | By the Atma Trust ⁽¹⁾ |
| Common Stock | 05/03/2011 | | S | | 381,410 | D | \$ 41.0125 | 711,869 | I | By the Unger Trust ⁽²⁾ |
| Common Stock | 05/03/2011 | | S | | 1,499,060 | D | \$ 41.0125 | 2,743,319 | I | By the Keigan Trust ⁽³⁾ |
| Common Stock | 05/03/2011 | | S | | 989,282 | D | \$ | 1,795,726 | I | By the |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|------------|---------|---|-----------------------------------|
| Stock | | | | | | 41.0125 | | | Rossler Trust ⁽⁴⁾ |
| Common Stock | 05/03/2011 | | S | 429,086 | D | \$ 41.0125 | 807,120 | I | By the Lerra Trust ⁽⁵⁾ |
| Common Stock | 05/03/2011 | | S | 429,086 | D | \$ 41.0125 | 807,120 | I | By the Farra Trust ⁽⁶⁾ |
| Common Stock | 05/03/2011 | | S | 429,086 | D | \$ 41.0125 | 807,120 | I | By the Caito Trust ⁽⁷⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Barry Michael C/O THE FRESH MARKET, INC. 628 GREEN VALLEY ROAD, SUITE 500 GREENSBORO, NC 27408 | X | X | | |

Signatures

/s/ Eric Hardin,
attorney-in-fact

05/03/2011

__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) Reporting person's wife is trustee and beneficiary.
- (2) Reporting person is the special holdings advisor, the investment advisor and his wife is beneficiary.
- (3) Reporting person is the special holdings advisor, the investment advisor and his wife is beneficiary.
- (4) Reporting person is the special holdings advisor, the investment advisor and his wife is beneficiary.
- (5) Reporting person is a co-trustee, the special holdings advisor, the investment advisor and one of his children is beneficiary.
- (6) Reporting person is a co-trustee, the special holdings advisor, the investment advisor and one of his children is beneficiary.
- (7) Reporting person is a co-trustee, the special holdings advisor, the investment advisor and one of his children is beneficiary.

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.