

Fresh Market, Inc.
Form 4
November 06, 2014

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 *
Short Jeffrey B.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
628 GREEN VALLEY ROAD, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2014

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP-Controller (PAO)

GREENSBORO, NC 27408

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
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price | | | |
| Common stock | 04/01/2014 | | J(1) | V 43.8596 A \$ 31.92 | 1,563.9446 | D | |
| Common stock | 07/01/2014 | | J(1) | V 37.7358 A \$ 31.8 | 1,601.6804 | D | |
| Common stock | 10/01/2014 | | J(1) | V 42.1941 A \$ 33.18 | 1,643.8745 | D | |
| Common stock | 11/04/2014 | | M | 426 A \$ 0 | 2,069.8745 | D | |
| Common stock | 11/04/2014 | | F | 142 D \$ 0 | 1,927.8745 | D | |

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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. Price or Value of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| 2010 Restricted Stock Units | (2) | 11/04/2014 | | M | 426 | (3) (3) | Common Stock | 426 \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Short Jeffrey B. 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408 | | | VP-Controller (PAO) | |

Signatures

/s/ Eric Hardin,
attorney-in-fact

11/06/2014

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 purchase was made pursuant to The Fresh Market, Inc. Employee Stock Purchase Plan.

Each 2010 RSU represents the right to receive one share of common stock of The Fresh Market, Inc. on the vesting date, provided that the holder of the RSU remains employed by The Fresh Market, Inc. or its affiliates through the relevant vesting date. RSUs include the right to have shares withheld to satisfy tax withholding obligations upon vesting.

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- (3) The RSUs vest in 25% increments on the first, second, third and fourth anniversaries of the grant date.
- (4) Does not include 2012 RSUs or 2013 RSUs, which may have different vesting schedules and/or expiration provisions.

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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