

Sprouts Farmers Market, Inc.
 Form 4
 February 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Maredia Amin N.

(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)
 02/03/2014

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 Financial 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 | (D) | Price |
| Common Stock, par value \$0.001 per share | 02/03/2014 | | M | | 19,792 | A | \$ 1.0864 |
| Common Stock, par value \$0.001 per share | 02/03/2014 | | S ⁽¹⁾ | | 19,792 | D | \$ 35.2956 |
| Common Stock, par value \$0.001 per share | 02/03/2014 | | M | | 20,634 | A | \$ 3.3255 |

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value
\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|------------------|--------|---|---------------------------------|---------|---|
| Common Stock, par value | 02/03/2014 | S ⁽¹⁾ | 20,634 | D | \$ 35.2956 ⁽²⁾ | 210,000 | D |
|-------------------------------|------------|------------------|--------|---|---------------------------------|---------|---|

\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|---|--------|---|-----------|---------|---|
| Common Stock, par value | 02/04/2014 | M | 30,624 | A | \$ 1.0864 | 240,624 | D |
|-------------------------------|------------|---|--------|---|-----------|---------|---|

\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|------------------|--------|---|-------|---------|---|
| Common Stock, par value | 02/04/2014 | S ⁽¹⁾ | 30,624 | D | \$ 35 | 210,000 | D |
|-------------------------------|------------|------------------|--------|---|-------|---------|---|

\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|---|--------|---|-----------|---------|---|
| Common Stock, par value | 02/04/2014 | M | 31,927 | A | \$ 3.3255 | 241,927 | D |
|-------------------------------|------------|---|--------|---|-----------|---------|---|

\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|------------------|--------|---|-------|---------|---|
| Common Stock, par value | 02/04/2014 | S ⁽¹⁾ | 31,927 | D | \$ 35 | 210,000 | D |
|-------------------------------|------------|------------------|--------|---|-------|---------|---|

\$0.001 per
share

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 | |
|---|--|---|---|--------------------------------------|--|--|---|---------------------------|------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | | | | of Shares | |
|-----------------------------|-----------|------------|---|--------|------------|------------|---|-----------|--|
| Stock Option (right to buy) | \$ 1.0864 | 02/03/2014 | M | 19,792 | <u>(3)</u> | 09/25/2018 | Common stock, par value \$0.001 per share | 19,792 | |
| Stock Option (right to buy) | \$ 3.3255 | 02/03/2014 | M | 20,634 | <u>(4)</u> | 09/25/2018 | Common stock, par value \$0.001 per share | 20,634 | |
| Stock Option (right to buy) | \$ 1.0864 | 02/04/2014 | M | 30,624 | <u>(3)</u> | 09/25/2018 | Common stock, par value \$0.001 per share | 30,624 | |
| Stock Option (right to buy) | \$ 3.3255 | 02/04/2014 | M | 31,927 | <u>(4)</u> | 09/25/2018 | Common stock, par value \$0.001 per share | 31,927 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Maredia Amin N. 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028 | | | Chief Financial Officer | |

Signatures

Brandon F. Lombardi, Attorney-in-Fact for Amin N. Maredia 02/05/2014

**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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.0000 to \$35.9350 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The reporting person is exercising options that are presently exercisable. Of the remaining options after giving effect to these transactions,
- (3) 25,209 are presently exercisable and 75,625 become exercisable in equal installments at the end of each calendar quarter through September 30, 2014.

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(4) All such options are presently exercisable.

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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