

Berry Brett M
Form 4
June 19, 2012

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 *
Berry Brett M

(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)
06/18/2012

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common stock	06/18/2012		S		519,116	D	\$ 49.995 711,835 ⁽¹⁾ I By the Gibson Trust ⁽²⁾
Common stock	06/18/2012		S		460,000	D	\$ 49.995 255,414 ⁽¹⁾ I By the Jenner Trust ⁽³⁾
Common stock	06/18/2012		S		1,700,000	D	\$ 49.995 ⁽¹⁾ 1,067,855 I By the Floyd Trust ⁽⁴⁾
Common	06/18/2012		S		530,000	D	\$ 375,494 ⁽¹⁾ I By the

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- (1) Refers to indirect beneficial ownership in the form described in Column 7.
- (2) Reporting person is the trustee and beneficiary.
- (3) Reporting person is the special holdings advisor, investment advisor and beneficiary.
- (4) Reporting person is the special holdings advisor, investment advisor and beneficiary.
- (5) Reporting person's wife is the special holdings advisor, and one of his children is beneficiary.
- (6) Reporting person's wife is the special holdings 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.

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