

Short Jeffrey B.
Form 3
December 17, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Short Jeffrey B.		(Month/Day/Year)	Fresh Market, Inc. [TFM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/07/2012		
628 GREEN VALLEY ROAD, SUITE 500			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
GREENSBORO, NC 27408			(give title below)	(specify below)
(City)	(State)	(Zip)	VP-Controller (interim PAO)	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock	684.54 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to purchase	Â (2)	Â (3)	Common stock	7,708	\$ 22	D	Â
Options to purchase	Â (4)	Â (3)	Common stock	3,200	\$ 41.41	D	Â
Options to purchase	Â (5)	Â (3)	Common stock	4,045	\$ 47.17	D	Â
2010 Restricted Stock Units	Â (6)	Â (6)	Common stock	852	\$ (7)	D	Â
2012 Restricted Stock Units	Â (8)	Â (8)	Common stock	794	\$ (9)	D	Â
Performance Shares	Â (10)	Â (10)	Common stock	1,192	\$ (10)	D	Â

Reporting Owners

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

Signatures

Eric Hardin, attorney
in fact

12/17/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 110.54 shares owned in The Fresh Market, Inc. Employee Stock Purchase Plan.
 - (2) The options vest in 25% increments on November 4 of each of the following years: 2011, 2012, 2013, and 2014.
 - (3) The options expire upon the earlier of (a) the tenth anniversary of the date of grant and (b) three months after the holder of the option ceases to be a director, officer, employee or consultant for The Fresh Market or one of its affiliates.
 - (4) The options vest in 25% increments on November 4 of each of the following years: 2012, 2013, 2014 and 2015.
 - (5) The options vest in 25% increments on March 21 of each of the following years: 2013, 2014, 2015, and 2016.
 - (6) Includes 2010 restricted stock units (RSUs) remaining unvested. The remaining 2010 RSUs vest in 50% increments on November 4 of each of the following years: 2013 and 2014.
- 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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- (8) The 2012 RSUs vest in 25% increments on March 21 of each of the following years: 2013, 2014, 2015 and 2016.

Each 2012 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, subject to provisions for death, disability, retirement, and change of control. RSUs include the right to have shares withheld to satisfy tax withholding obligations upon vesting.

- (9) Each performance share represents the contingent right to receive one share of common stock of The Fresh Market, Inc. in the event that a performance goal is satisfied. This goal is based on the Company's cumulative earnings per share, on an excluded items basis, over a three year performance period ending January 25, 2015. The final number of shares of common stock earned can be between 0% and 100% of the maximum award and will be delivered within two and one-half months of the end of the performance period. The performance shares include the right to have shares withheld to satisfy tax withholding obligations upon vesting.
- (10)

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Remarks:

ExhibitÂ ListÂ ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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