

Sprouts Farmers 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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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 *
 Sanders James Douglas

(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)
 11/04/2014

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 Executive 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 or Price		
Common Stock, par value \$0.001 per share	11/04/2014		M		100,000 A \$ 1.0864	135,449	D
Common Stock, par value \$0.001 per share	11/04/2014		S ⁽¹⁾		50,000 D \$ 30	85,449	D
Common Stock, par value \$0.001 per share	11/04/2014		S ⁽¹⁾		50,000 D \$ 30.45	35,449 ⁽²⁾	D

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value
\$0.001 per
share

Common
Stock, par
value
\$0.001 per
share

11/05/2014

M

50,000

A

\$
1.0864

85,449

D

Common
Stock, par
value
\$0.001 per
share

11/05/2014

S⁽¹⁾

50,000

D

\$ 30.95 35,449 ⁽²⁾

D

Common
Stock, par
value
\$0.001 per
share

11/06/2014

M

50,000

A

\$
1.0864

85,449

D

Common
Stock, par
value
\$0.001 per
share

11/06/2014

S⁽¹⁾

50,000

D

\$ 31.45 35,449 ⁽²⁾

D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 1.0864	11/04/2014		M	100,000	⁽³⁾ 05/02/2018	Common stock, par value \$0.001 per share 100,000

