

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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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 *
 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 | 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 | 11/05/2014 | M | 50,000 | A | \$ 1.0864 | 85,449 | D |
|-------------------------------|------------|---|--------|---|--------------|--------|---|

\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|------------------|--------|---|----------|-----------------------|---|
| Common Stock, par value | 11/05/2014 | S ⁽¹⁾ | 50,000 | D | \$ 30.95 | 35,449 ⁽²⁾ | D |
|-------------------------------|------------|------------------|--------|---|----------|-----------------------|---|

\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|---|--------|---|--------------|--------|---|
| Common Stock, par value | 11/06/2014 | M | 50,000 | A | \$ 1.0864 | 85,449 | D |
|-------------------------------|------------|---|--------|---|--------------|--------|---|

\$0.001 per
share

| | | | | | | | |
|-------------------------------|------------|------------------|--------|---|----------|-----------------------|---|
| Common Stock, par value | 11/06/2014 | S ⁽¹⁾ | 50,000 | D | \$ 31.45 | 35,449 ⁽²⁾ | D |
|-------------------------------|------------|------------------|--------|---|----------|-----------------------|---|

\$0.001 per
share

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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(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) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | 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 |

| Option Type | Exercise Price | Grant Date | Expiration Date | Relationship | Quantity | Contract or Option Number | Expiration Date | Common stock, par value per share | Quantity |
|-----------------------------|----------------|------------|-----------------|--------------|----------|---------------------------|-----------------|-----------------------------------|----------|
| Stock Option (right to buy) | \$ 1.0864 | 11/05/2014 | | M | 50,000 | (3) | 05/02/2018 | \$0.001 per share | 50,000 |
| Stock Option (right to buy) | \$ 1.0864 | 11/06/2014 | | M | 50,000 | (3) | 05/02/2018 | \$0.001 per share | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sanders James Douglas 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028 | | | Chief Executive Officer | |

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for James Douglas Sanders
 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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. Consists of 19,911 shares of common stock and 15,538 restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock. These restricted stock units will vest over three years, with one-third vesting on March 4, 2015; one-third vesting on March 4, 2016; and the remaining one-third vesting on March 4, 2017, assuming continued employment through the applicable vest date.
- (2) All such options are presently exercisable; excludes an additional 1,556,923 outstanding options held by the reporting person at various strike prices.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.