

Sprouts Farmers Market, Inc.
 Form 4
 March 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 *
 Frumkin Theodore Edward II

(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)
 03/04/2014

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)
 SVP - Business Development

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, par value \$0.001 per share ⁽¹⁾ | 03/04/2014 | | A | | 2,442 | A | \$ 0 2,942 |
| | | | | | | D | |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| | | | | Code V (A) (D) | | | |
| Stock Option (right to buy) | \$ 39.01 | 03/04/2014 | | A | 12,383 | <u>(2)</u> 03/04/2021 | Common stock, par value \$0.001 per share 12,383 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| Frumkin Theodore Edward II 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028 | Director 10% Owner Officer Other SVP - Business Development |

Signatures

Brandon F. Lombardi, Attorney-in-Fact for Theodore E. Frumkin
 03/06/2014

**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) Consists of a grant of 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) These options become exercisable in twelve equal quarterly installments at the end of each calendar quarter beginning March 31, 2014 and continuing through December 31, 2016.

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.