

Barry Michael  
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 \*  
Barry Michael

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 (D)   |  |   |
| Common stock                    | 06/18/2012                           |  | S                              |   | 314,612   | D  | \$ 49.995 446,495 <sup>(1)</sup> I By the Atma Trust <sup>(2)</sup>     |
| Common stock                    | 06/18/2012                           |  | S                              |   | 450,000   | D  | \$ 49.995 261,869 <sup>(1)</sup> I By the Unger Trust <sup>(3)</sup>    |
| Common stock                    | 06/18/2012                           |  | S                              |   | 1,650,000   | D  | \$ 49.995 <sup>(1)</sup> 1,093,319 I By the Keigan Trust <sup>(4)</sup> |
| Common stock                    | 06/18/2012                           |  | S                              |   | 1,050,000   | D  | \$ 745,726 <sup>(1)</sup> I By the                                      |

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|              |            |  |   |         |   |           |                        |   |                                   |
|--------------|------------|--|---|---------|---|-----------|------------------------|---|-----------------------------------|
| stock        |            |  |   |         |   | 49.995    |                        |   | Rossler Trust <sup>(5)</sup>      |
| Common stock | 06/18/2012 |  | S | 475,000 | D | \$ 49.995 | 332,120 <sup>(1)</sup> | I | By the Lerra Trust <sup>(6)</sup> |
| Common stock | 06/18/2012 |  | S | 475,000 | D | \$ 49.995 | 332,120 <sup>(1)</sup> | I | By the Farra Trust <sup>(7)</sup> |
| Common stock | 06/18/2012 |  | S | 475,000 | D | \$ 49.995 | 332,120 <sup>(1)</sup> | I | By the Caito Trust <sup>(8)</sup> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Barry Michael<br>C/O THE FRESH MARKET, INC.<br>628 GREEN VALLEY ROAD, SUITE 500<br>GREENSBORO, NC 27408 |               | X         |         |       |

## Signatures

/s/ Eric Hardin,  
attorney-in-fact

06/19/2012

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