

Fresh Market, Inc.
Form 4
March 31, 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 *
Duggan Scott F.

(Last) (First) (Middle)
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)
03/27/2014

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 General Counsel

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------------------------|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|--------------|-------------------------------------|
| Options to purchase | \$ 32.67 | 03/27/2014 | A | 14,312 | | | | | (1) | (2) | Common stock | 14,312 |
| Restricted stock units | (3) | 03/27/2014 | A | 3,443 | | | | | (4) | (4) | Common stock | 3,443 |
| Performance share units | (6) | 03/27/2014 | A | 3,443 | | | | | (7) | (7) | Common stock | 3,443 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Duggan Scott F. 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408 | | | SVP General Counsel | |

Signatures

/s/ Eric Hardin,
attorney-in-fact

03/31/2014

**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 options will vest in 25% increments on the first, second, third, and fourth anniversaries of the grant date.

The options expire upon the earlier of (a) the tenth anniversary of the date of the grant and (b) three months after the holder of the option terminates employment with The Fresh Market, subject to provisions for termination for cause, retirement, death, disability, and change of control.

(3) Each restricted stock unit (RSU) represents the right to receive one share of common stock of The Fresh Market, Inc. on the vesting date. RSUs include the right to have shares withheld to satisfy tax withholding obligations upon vesting.

The RSUs will vest in 25% increments on the first, second, third and fourth anniversaries of the grant 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.

(5) Includes only RSUs; other derivative securities reported separately.

(6) Each performance share unit (PSU) represents the contingent right to receive one share of common stock of The Fresh Market, Inc. to the extent that a performance goal is satisfied. The number of PSUs stated above represents the target amount of shares of common stock that may be received; the actual number of shares may be higher or lower than the target depending on the extent to which the threshold and target performance goals are met or exceeded. The performance goal is based on the Company's financial performance over a three year performance period ending January 29, 2017. The PSUs include the right to have shares withheld to satisfy tax withholding obligations

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upon vesting.

- The PSUs convert to common stock as of the end of the three-year performance period, provided that the holder of the PSU remains
- (7) employed by The Fresh Market, Inc. or its affiliates through the end of the performance period, subject to provisions for death, disability, retirement, and change of control.

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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