

Fresh Market, Inc.
Form 4
March 22, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stout Karen

(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)
03/18/2016

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 Store Operations

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 (A) or (D)	Price	
Common stock	03/18/2016		M		219	A \$ 0	4,933 D
Common stock	03/18/2016		F		85	D \$ 0	4,848 D
Common stock	03/20/2016		M		264	A \$ 0	5,112 D
Common stock	03/20/2016		F		102	D \$ 0	5,010 D
Common stock	03/21/2016		M		199	A \$ 0	5,209 D

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Common stock 03/21/2016 F 77 D \$ 0 5,132 D

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

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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 or Value of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Restricted stock units (RSUs)	<u>(1)</u>	03/18/2016		M	219	<u>(2)</u> <u>(2)</u>	Common stock 219	\$ 0
Restricted stock units (RSUs)	<u>(1)</u>	03/20/2016		M	264	<u>(3)</u> <u>(3)</u>	Common stock 264	\$ 0
Restricted stock units (RSUs)	<u>(1)</u>	03/21/2016		M	199	<u>(4)</u> <u>(4)</u>	Common stock 199	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stout Karen 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408			SVP Store Operations	

Signatures

/s/ Eric Hardin,
attorney-in-fact

03/22/2016

__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).

Each RSU represents the right to receive one share of common stock of The Fresh Market, Inc. on the vesting 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. RSUs include the right to have shares withheld to satisfy tax withholding obligations upon vesting.
 - (1)
 - (2) 878 RSUs were granted on March 18, 2015 and vest in 25% increments on the first, second, third and fourth anniversaries of the grant date.
 - (3) 1,055 RSUs were granted on March 20, 2013 and vest in 25% increments on the first, second, third and fourth anniversaries of the grant date.
 - (4) 794 RSUs were granted on March 21, 2012 and vest in 25% increments on the first, second, third and fourth anniversaries of the grant date.

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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