

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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**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 \*  
 Nielsen James Leroy

(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 Operating 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.001 per share	11/04/2014		M		\$ 3.3255	27,659	D
Common Stock, par value \$0.001 per share	11/04/2014		S <sup>(1)</sup>		\$ 30	17,659	D
Common Stock, par	11/04/2014		S <sup>(1)</sup>		\$ 30.5	7,659 <sup>(2)</sup>	D

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value  
\$0.001 per  
share

Common  
Stock, par  
value 11/05/2014  
\$0.001 per  
share

M 20,000 A \$ 3.3255 27,659 D

Common  
Stock, par  
value 11/05/2014  
\$0.001 per  
share

S<sup>(1)</sup> 10,000 D \$ 31 17,659 D

Common  
Stock, par  
value 11/05/2014  
\$0.001 per  
share

S<sup>(1)</sup> 10,000 D \$ 31.25 7,659 <sup>(2)</sup> D

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.3255	11/04/2014		M	20,000	<sup>(3)</sup> 05/02/2018	Common stock, par value \$0.001 per share	20,000
Stock Option (right to buy)	\$ 3.3255	11/05/2014		M	20,000	<sup>(3)</sup> 05/02/2018	Common stock, par value \$0.001	20,000

