

Sprouts Farmers Market, Inc.
Form 4
November 27, 2013

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)
11/26/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.001 per share	11/26/2013		M		45,833	A	\$ 1.0864
Common stock, par value \$0.001 per share	11/26/2013		M		57,144	A	\$ 3.3255
Common stock, par value \$0.001 per share	11/26/2013		S		102,977	D	\$ 35.7975
							46,833
							103,977
							1,000

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value (1)
 \$0.001
 per share

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

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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)	\$ 1.0864	11/26/2013		M	45,833	<u>(2)</u> 05/02/2018	Common stock, par value \$0.001 per share	45,833
Stock Option (right to buy)	\$ 3.3255	11/26/2013		M	57,144	<u>(3)</u> 05/02/2018	Common stock, par value \$0.001 per share	57,144

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nielsen James Leroy 11811 N.TATUM BLVD SUITE 2400 PHOENIX, AZ 85028			Chief Operating Officer	

Signatures

/s/ Brandon F. Lombardi, Attorney-in-fact for James Leroy Nielsen 11/27/2013

__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) This amount represents the \$37 secondary public offering price per share less the underwriting discount of \$1.2025 per share.

The reporting person is exercising all such options that are presently exercisable. Of such remaining options, 68,751 options become exercisable in equal installments at the end of each calendar quarter through through June 30, 2014 and 91,666 options become exercisable at the end of fiscal 2013 or fiscal 2014, provided certain corporate performance targets are met.

(3) All such options are presently exercisable.

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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