Sprouts Farmers Market, Inc.

Form 4

October 17, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

\$0.001 per share

(Print or Type Responses)

1. Name and Address of Reporting Person ** Sanders James Douglas			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			Sprouts Farmers Market, Inc. [SFM]					(Check all applicable)				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction					7				
			(Month/D	ay/Year)				Director 10% Owner				
11811 N.TATUM BLVD, SUITE			10/16/2014					X Officer (give title Other (specify				
2400								below) below) Chief Executive Officer				
	(Street) 4				te Original			6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)					Applicable Line)						
PHOENIX,	`					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Date	2A. Deem	ied	3.	4. Securitie	s Acq	uired	5. Amount of	6. Ownership	7. Nature of		
Security (Month/Day/Year) Execution			Date, if	Transactio	on(A) or Disposed of (D)			Securities	Form: Direct In	Indirect		
(Instr. 3) any			Code (Instr. 3, 4 and 5)					Beneficially (D) or Benefic				
		(Month/D	ay/Year)	Year) (Instr. 8)				Owned	Indirect (I)	Ownership		
								Following Reported	(Instr. 4)	(Instr. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common						(-)						
Stock, par												
value	10/16/2014			G	100,000	D	\$0	35,449 <u>(2)</u>	D			

(1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Sanders James Douglas 11811 N.TATUM BLVD **SUITE 2400** PHOENIX, AZ 85028

Chief Executive Officer

Signatures

/s/ Brandon F. Lombardi, Attorney-in-Fact for James Douglas Sanders

10/17/2014

**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).
- The reported transaction represents a transfer of common stock by gift to a charitable foundation for which no payment or consideration **(1)** was received by the reporting person.
 - Consists of 19,911 shares of common stock and 15,538 restricted stock units. Each restricted stock unit represents the right to receive, upon vesting, one share of common stock. These restricted stock units will vest over three years, with one-third vesting on March 4, 2015;
- (2) one-third vesting on March 4, 2016; and the remaining one-third vesting on March 4, 2017, assuming continued employment through the applicable vest date. Excludes 1,910,315 outstanding options to purchase common stock held by the reporting person at various strike

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.

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