

Berry Brett M
Form 4
May 03, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Berry Brett M

(Last) (First) (Middle)

C/O THE FRESH MARKET, INC., 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)
05/03/2011

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)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/03/2011		S		1,084,634	D	\$ 41.0125	1,330,951	I	By the Gibson Trust ⁽¹⁾
Common Stock	05/03/2011		S		381,410	D	\$ 41.0125	715,414	I	By the Jenner Trust ⁽²⁾
Common Stock	05/03/2011		S		1,490,597	D	\$ 41.0125	2,767,855	I	By the Floyd Trust ⁽³⁾
Common Stock	05/03/2011		S		476,763	D	\$	905,494	I	By the

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Stock					41.0125				Tuttle Trust ⁽⁴⁾
Common Stock	05/03/2011	S	476,763	D	\$ 41.0125	905,494	I		By the Millard Trust ⁽⁵⁾

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berry Brett M C/O THE FRESH MARKET, INC. 628 GREEN VALLEY ROAD, SUITE 500 GREENSBORO, NC 27408	X	X		

Signatures

/s/ Eric Hardin, attorney-in-fact 05/03/2011

**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).

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- (1) Reporting person is the trustee and beneficiary.
- (2) Reporting person is the special holdings advisor, investment advisor and beneficiary.
- (3) Reporting person is the special holdings advisor, investment advisor and beneficiary.
- (4) Reporting person is the investment advisor and one of his children is beneficiary.
- (5) Reporting person is the investment advisor and one of his children is beneficiary.

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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