

Fresh Market, Inc.
Form 4
March 24, 2015

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 *
Short Jeffrey B.

(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)
03/20/2015

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)
VP-Controller (PAO)

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 (A) or (D) Price			
Common stock	03/20/2015		M	264 A \$ 0	2,222.5337	D	
Common stock	03/20/2015		F	102 D \$ 0	2,120.5337	D	
Common stock	03/21/2015		M	198 A \$ 0	2,318.5337	D	
Common stock	03/21/2015		F	77 D \$ 0	2,241.5337	D	

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

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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.

- (2) The RSUs vest in 25% increments on the first, second, third and fourth anniversaries of the grant date.
- (3) Includes RSUs granted in 2012, 2013, 2014, and 2015.

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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