Crane Sean Form 4 December 20, 2011

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * Crane Sean

> (First) (Middle)

628 GREEN VALLEY

ROAD, SUITE 500

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Fresh Market, Inc. [TFM]

3. Date of Earliest Transaction (Month/Day/Year)

12/16/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

(A)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

GREENSBORO, NC 27408

Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

Issuer

below)

Person

Director

Applicable Line)

X_ Officer (give title

Transaction(s)

(Instr. 3 and 4)

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP Store Operations

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

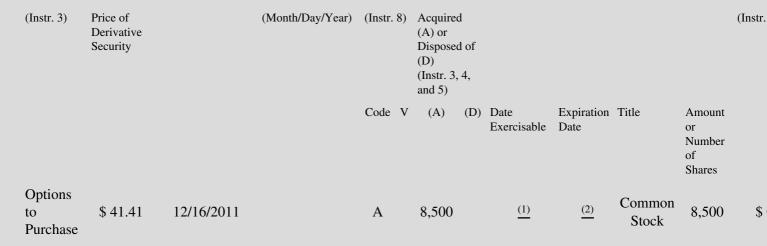
burden hours per

1

Deriva

Securi

Edgar Filing: Crane Sean - Form 4



Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Crane Sean

628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408

SVP Store Operations

Signatures

/s/ Eric Hardin, attorney-in-fact

12/20/2011

**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).
- (1) The options will vest in 25% increments on November 4 of each of the following years: 2012, 2013, 2014 and 2015.
- (2) The options expire upon the earlier of (a) the tenth anniversary of the date of grant and (b) three months after the holder of the option terminates employment with The Fresh Market.

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.

Reporting Owners 2