

Jones Marc
Form 4
March 22, 2013

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 *
Jones Marc

2. Issuer Name and Ticker or Trading Symbol
Fresh Market, Inc. [TFM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
628 GREEN VALLEY ROAD, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2013

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
SVP Merchandising & Marketing

GREENSBORO, NC 27408

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 03/20/2013 | | A | | 2,637 (1) \$ 0 | 104,207 | D |
| Common stock | 03/20/2013 | | A | | 8,792 (2) \$ 0 | 112,999 | D |

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

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(9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Options to purchase | \$ 42.65 | 03/20/2013 | | A | 9,328 | (3) (4) | Common stock | 9,328 |
| Performance Share Units | (5) | 03/20/2013 | | A | 2,637 | (5) (5) | Common stock | 2,637 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jones Marc 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408 | | | SVP Merchandising & Marketing | |

Signatures

/s/ Eric Hardin, 03/22/2013
attorney-in-fact

**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) Restricted stock under The Fresh Market, Inc. 2010 Omnibus Incentive Compensation Plan. The shares represented by this award will vest in 25% increments on the first, second, third and fourth anniversaries of the grant date. Includes the right to have shares withheld to satisfy tax withholding obligations upon exercise.

(2) Restricted stock under The Fresh Market, Inc. 2010 Omnibus Incentive Compensation Plan. The shares represented by this award will vest on the third anniversary of the grant date. Includes the right to have shares withheld to satisfy tax withholding obligations upon exercise.

(3) The options will vest in 25% increments on the first, second, third, and fourth anniversaries of the grant date.

(4) The options expire upon the earlier of (a) the tenth anniversary of the date of the grant and (b) three months after the holder of the option terminates employment with The Fresh Market, subject to provisions for termination for cause, retirement, death, and disability.

(5)

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The performance share units (PSU's) represent the contingent right to receive shares of common stock of The Fresh Market, Inc. in the event that certain performance goals are satisfied. The number of PSU's stated above represents the target amount of shares of common stock that may be received; the actual number of shares may be higher or lower than the target depending on the extent to which the threshold and target performance goals are met or exceeded. The performance goals are based on the Company's cumulative earnings per share, on an excluded items basis, over a three year performance period ending January 31, 2016. The PSU's include the right to have shares withheld to satisfy tax withholding obligations upon vesting.

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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