Short Jeffrey B. Form 3 December 17, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 Respo	onses)								
1. Name and Address of Reporting Person * Short Jeffrey B.			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol Fresh Market, Inc. [TFM]					
628 GREEN VA	ALLEY	Middle)	12/07/2012	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)		
ROAD, SUITI	E 500		(Check all applicable)						
GREENSBORC	o, NC 2	27408			10% 0 Other w) (specify belo ller (interim PA	ow)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (S	tate)	(Zip)	Table I - I	Non-Derivat	ive Securiti	es Bei	neficially Owned		
1.Title of Security (Instr. 4)			2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	•		
Common stock			684.54 <u>(1)</u>		D	Â			
Reminder: Report or owned directly or in	Persons informati	who resp ion contai to respor	ond to the collection of ined in this form are not d unless the form display	, Si	EC 1473 (7-02))			

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

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	
		Title	Derivative	Security:	
			Security	Direct (D)	

Edgar Filing: Short Jeffrey B. - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to purchase	(2)	(3)	Common stock	7,708	\$ 22	D	Â
Options to purchase	(4)	(3)	Common stock	3,200	\$ 41.41	D	Â
Options to purchase	(5)	(3)	Common stock	4,045	\$ 47.17	D	Â
2010 Restricted Stock Units	(6)	(6)	Common stock	852	\$ <u>(7)</u>	D	Â
2012 Restricted Stock Units	(8)	(8)	Common stock	794	\$ <u>(9)</u>	D	Â
Performance Shares	(10)	(10)	Common stock	1,192	\$ (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Short Jeffrey B. 628 GREEN VALLEY ROAD SUITE 500 GREENSBORO, NC 27408	Â	Â	VP-Controller (interim PAO)	Â		

Signatures

Eric Hardin, attorney in fact 12/17/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 110.54 shares owned in The Fresh Market, Inc. Employee Stock Purchase Plan.
- (2) The options vest in 25% increments on November 4 of each of the following years: 2011, 2012, 2013, and 2014.
- (3) 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 ceases to be a director, officer, employee or consultant for The Fresh Market or one of its affiliates.
- (4) The options vest in 25% increments on November 4 of each of the following years: 2012, 2013, 2014 and 2015.
- (5) The options vest in 25% increments on March 21 of each of the following years: 2013, 2014, 2015, and 2016.
- (6) Includes 2010 restricted stock units (RSUs) remaining unvested. The remaining 2010 RSUs vest in 50% increments on November 4 of each of the following years: 2013 and 2014.
- Each 2010 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. RSUs include the right to have shares withheld to satisfy tax withholding obligations upon vesting.

Reporting Owners 2

Edgar Filing: Short Jeffrey B. - Form 3

- (8) The 2012 RSUs vest in 25% increments on March 21 of each of the following years: 2013, 2014, 2015 and 2016.
- (9) Each 2012 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.
 - Each performance share represents the contingent right to receive one share of common stock of The Fresh Market, Inc. in the event that a performance goal is satisfied. This goal is based on the Company's cumulative earnings per share, on an excluded items basis, over a
- (10) three year performance period ending January 25, 2015. The final number of shares of common stock earned can be between 0% and 100% of the maximum award and will be delivered within two and one-half months of the end of the performance period. The performance shares include the right to have shares withheld to satisfy tax withholding obligations upon vesting.



Remarks:

Exhibit List Exhibit 24 - Power of Attorney

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.