Crane Sean Form 4 November 12, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Crane Sean

(Last) (First)

(Middle)

(Zip)

C/O THE FRESH MARKET. INC., 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)

11/10/2010

X\_ Officer (give title below)

Director

Issuer

10% Owner Other (specify

SVP - Store Operations

(Check all applicable)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

### GREENSBORO, NC 27408

(City)

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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/10/2010		X	359,932	A	\$ 6.73	359,932	D	
Common Stock	11/10/2010		S	244,841	D	\$ 22	115,091	D	

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

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### Edgar Filing: Crane Sean - Form 4

# 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. Transacti Code (Instr. 8)	5. Number of on 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 Amo Underlying Secur (Instr. 3 and 4)	
	y			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Options to Purchase	\$ 6.73	11/10/2010		X	. ,		11/10/2010	01/09/2011	Common Stock	35
Options to Purchase	\$ 22	11/10/2010		A	43,679		<u>(1)</u>	(2)	Common Stock	4

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Crane Sean C/O THE FRESH MARKET, INC. 628 GREEN VALLEY ROAD, SUITE 500 GREENSBORO, NC 27408

SVP - Store Operations

# **Signatures**

/s/ Eric Hardin, attorney-in-fact

\*\*Signature of Reporting Person Da

# **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 each of the first four anniversaries of the date of grant.
- (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 ceases to be a director, officer, employee or consultant for The Fresh Market or one of its affiliates.

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.

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