Barry Michael Form 5 July 11, 2012

### FORM 5

#### **OMB APPROVAL**

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

OMB Number: 3235-0362

no longer subject to Section 16. Form 4 or Form 5 obligations may continue

Check this box if

asimigton, D.C. 20349

Expires: January 31, 2005

1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response...

may continue. *See* Instruction 1(b).

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person ** Barry Michael			2. Issuer Name <b>and</b> Ticker or Trading Symbol Fresh Market, Inc. [TFM]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/29/2012	(Check all applicable)  DirectorX 10% Owner Officer (give title Other (specify			
C/O THE FRESH MARKET, INC., 628 GREEN VALLEY ROAD, SUITE 500				below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting			

Filed(Month/Day/Year)

GREENSBORO, NCÂ 27408

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

(check applicable line)

(City)	(State)	(Zip) Tabl	le I - Non-Der	ivative Secu	rities .	Acquir	ed, Disposed of	, or Beneficiall	y 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. Securitie (A) or Disp (Instr. 3, 4)	osed c	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock	05/25/2011	Â	G	100,000 (1)	D	\$0	8,433,381 (2)	I	See footnote 3 below (3)
Common stock	10/11/2011	Â	G	25,000 (1)	D	\$ 0	8,433,381 (2)	I	See footnote 3 below (3)

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

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SEC 2270 (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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	
				4, and 5) (A) (D)	Date Exercisable	Expiration Date		Amount or Number of Shares		

### **Reporting Owners**

#### Relationships

Barry Michael

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

ÂXÂ Â

### **Signatures**

Eric Hardin, attorney-in-fact 07/11/2012

\*\*Signature of Reporting Date
Person

#### **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) Represents a gift without consideration made by the Atma Trust, as to which the reporting person's wife is trustee and beneficiary.
- This column shows the total as of January 29, 2012, the end of the issuer's 2011 fiscal year, as this filing relates to a transaction that took (2) place during the 2011 fiscal year. Current ownership information is set forth in the reporting person's most recent Form 4 filing dated June 19, 2012.
- Includes shares owned by the Atma Trust, as to which the reporting person's wife is trustee and beneficiary; Unger, Keigan and Rossler Trusts, as to each of which the reporting person is the special holdings advisor, the investment advisor and his wife is beneficiary; and Lerra, Farra and Caito Trusts, as to each of which the reporting person is a co-trustee, the special holdings advisor, the investment advisor and one of his children is beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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