Natural Grocers by Vitamin Cottage, Inc.

Form 4

March 05, 2014

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Isely Lark

Symbol

Natural Grocers by Vitamin Cottage,

(Check all applicable)

Inc. [NGVC]

(Last)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner Officer (give title

13D Group Member

(Month/Day/Year)

03/03/2014

below)

X Other (specify below)

C/O NATURAL GROCERS BY VITAMIN COTTAGE., INC., 12612 W. ALAMEDA PARKWAY

(First)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

LAKEWOOD, CO 80228

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned **Following**

Reported

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A)

Code V Amount (D)

S

(1)

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Price

Common 03/03/2014 Stock

\$ 8,781 D 40.9567

40,584

D

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

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SEC 1474 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security			Acquired							Follo
	·		(A) or								Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
		4, and 5)									
									A		
									Amount		
				Date	Expiration		or				
						Exercisable Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Isely Lark C/O NATURAL GROCERS BY VITAMIN COTTAGE, INC., 12612 W. ALAMEDA PARKWAY LAKEWOOD, CO 80228

13D Group Member

Signatures

/s/ Kemper Isely, by Power of Attorney

03/05/2014

**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).

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.775 to \$41.04, inclusive. The Reporting Person undertakes to provide Natural Grocers by Vitamin Cottage, Inc., any of its security holders, or **(1)** the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the ranges set forth in this footnote.

Remarks:

The Reporting Person is a party to a Stockholders Agreement that contains voting agreements and thus is a member of a Sched 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

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