

TRUESDALE ANTHONY N  
Form 4  
August 14, 2012

**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 \*  
TRUESDALE ANTHONY N

2. Issuer Name and Ticker or Trading Symbol  
Vitamin Shoppe, Inc. [VSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2101 91ST STREET  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

NORTH BERGEN, NJ 07047

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	08/10/2012		M		2,163	A	\$ 6.16 82,725 <sup>(2)</sup>
Common Stock	08/10/2012		S		2,163	D	\$ 59.22 80,562 <sup>(3)</sup>
Common Stock	08/13/2012		M		108,789	A	\$ 6.16 189,351 <sup>(2)</sup>
Common Stock	08/13/2012		S		108,789 <sup>(1)</sup>	D	\$ 56.58 80,562 <sup>(4)</sup>

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

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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy Common Stock)	\$ 6.16	08/10/2012		M	2,163	<u>(5)</u> 04/02/2016	04/02/2016	Common Stock	2,163
Option (Right to buy Common Stock)	\$ 6.16	08/13/2012		M	108,789	<u>(5)</u> 04/02/2016	04/02/2016	Common Stock	108,789

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUESDALE ANTHONY N 2101 91ST STREET NORTH BERGEN, NJ 07047	X		Chief Executive Officer	

## Signatures

/s/ Jean W. Frydman  
attorney-in-fact

08/14/2012

\*\*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) Shares were sold for estate planning and portfolio diversification.
- (2)

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Includes 296 shares acquired at \$19.58 per share, 285 shares acquired at 22.10 per share, 60 shares acquired at 28.36 per share, 59 shares acquired at 28.82 per share, 54 shares acquired at 31.82 per share, 55 shares acquired at 30.85 per share, 324 shares acquired at 34.26 and 45 shares acquired at 44.41 per share under the Vitamin Shoppe 2010 Employee Stock Purchase Plan on June 30, 2010, September 30, 2010, December 30, 2010, March 30, 2011, June 30, 2011, September 30, 2011, December 30, 2011, March 30, 2012 and June 29, 2012 respectively.

- (3) The \$59.22 is the weighted average exercise price range from a range of 9 exercises.
- (4) The \$56.78 is the weighted average exercise price range from a range of 49 exercises.
- (5) Options vest in four annual equal installments beginning April 2, 2006.

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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