

MARKEE RICHARD L
Form 4
January 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
MARKEE RICHARD L

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

NORTH BERGEN, NJ 07047

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (D) Price			
Common Stock	12/31/2012		G	V 24,966 D \$ 0	53,603 ⁽¹⁾	D	
Common Stock	12/31/2012		G	V 24,966 A \$ 0	24,966 ⁽²⁾	I	By Trust ⁽²⁾

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKEE RICHARD L 2101 91ST STREET NORTH BERGEN, NJ 07047	X		Exec. Chairman of the Board	

Signatures

/s/ Jean W. Frydman,
attorney-in-fact
**Signature of Reporting Person

01/08/2013
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) Includes 284 shares acquired at \$19.58 per share, 274 shares acquired at \$22.10 per share, 254 shares acquired at \$23.73 per share, 213 shares acquired at \$28.36 per share, 144 shares acquired at \$28.82 per share, 126 shares acquired at \$31.82 per share, 130 shares acquired at \$30.85 per share, 507 shares acquired at \$34.26 per share, 106 shares acquired at \$37.75 per share and 82 shares acquired at \$47.66 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, June 29, 2012 and September 28, 2012, respectively.
 - (2) The reporting person transferred 24,966 shares of common stock to the Richard L. Markee Irrevocable Trust II for the benefit of the reporting person's spouse. The reporting person's spouse is the Trustee of the Trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.