Natural Grocers by Vitamin Cottage, Inc. Form 4 March 07, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						OMB APPROVAL						
	UNITEL) STATES		RITIES A shington			ANGE CO	OMMISSION	OMB Number:	3235-0287		
Check th if no lon	aer	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 20(b) of the Investment Company Act of 1940							Expires:	January 31, 2005		
subject t Section 4 Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	o STATE 16. or Filed pu ons Section 17 tinue.								Estimated average burden hours per response 0.5			
(Print or Type	Responses)											
1. Name and A Isely Lark	Address of Reportin	g Person <u>*</u>	Symbol	r Name an Grocers GVC]			8	5. Relationship of l Issuer (Check	Reporting Pers			
VITAMIN	^(First) RAL GROCER COTTAGE,, IN EDA PARKWA	C., 12612		f Earliest T Day/Year) 2014	ransaction			below)	itleX 0th below) Group Member			
	(Street) 4. If Ame Filed(Mor				ate Origina r)	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
LAKEWOO	DD, CO 80228							Form filed by Mo Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acqu	iired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit or Dispos (Instr. 3, Amount	(A) or	5) Price	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/05/2014			S	5,294	D	\$ 42.0916 (1)	35,290	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

\$42.29, 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 a currently valid OMB number.

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 \$41.7575 to

Reporting Owners

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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 Signatures /s/ Kemper Isely, by Power of 03/06/2014 Attorney **Signature of Reporting Person Date **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

13D Group Member