

Natural Grocers by Vitamin Cottage, Inc.  
 Form 4  
 September 30, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Buffa Sandra

2. Issuer Name and Ticker or Trading Symbol  
 Natural Grocers by Vitamin Cottage, Inc. [NGVC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chief Financial Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/26/2013

C/O NATURAL GROCERS BY VITAMIN COTTAGE,, INC. 12612 WEST ALAMEDA PKWY

(Street)

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

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 (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	09/26/2013		S		7,856	(1)	D	\$ 38.4962	208,565	D	
								(2)			
Common Stock	09/26/2013		S		3,949	(1)	D	\$ 39.1532	204,616	D	
								(3)			

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 Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buffa Sandra C/O NATURAL GROCERS BY VITAMIN COTTAGE, INC. 12612 WEST ALAMEDA PKWY LAKEWOOD, CO 80228			Chief Financial Officer	

## Signatures

/s/ Kemper Isely, by Power of Attorney  
Date: 09/28/2013

\*\*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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 6, 2013. Natural Grocers by Vitamin Cottage, Inc. announced this plan in a Current Report on Form 8-K filed on September 12, 2013.  
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.00 to \$38.9999, inclusive. The Reporting Person undertakes to provide Natural Grocers by Vitamin Cottage, Inc., any of its security holders, or 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.
- (2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.02 to \$40.0199, inclusive. The Reporting Person undertakes to provide Natural Grocers by Vitamin Cottage, Inc., any of its security holders, or 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.
- (3) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.02 to \$40.0199, inclusive. The Reporting Person undertakes to provide Natural Grocers by Vitamin Cottage, Inc., any of its security holders, or 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.

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

## Edgar Filing: Natural Grocers by Vitamin Cottage, Inc. - Form 4

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