

HEFFNER JOHN

Form 4

April 16, 2009

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEFFNER JOHN

(Last) (First) (Middle)

9740 SCRANTON ROAD

(Street)

SAN DIEGO, CA 92121-1745

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PRICESMART INC [PSMT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, \$0.0001 par value per share	04/15/2009		M	3,200	A \$ 6.26 29,099	D	
Common Stock, \$0.0001 par value per share	04/15/2009		S ⁽¹⁾	200	D \$ 19.8 28,899	D	
Common Stock,	04/15/2009		S ⁽¹⁾	500	D \$ 20 28,399	D	

\$0.0001
par value
per share

Common
Stock,

\$0.0001	04/15/2009	S ⁽¹⁾	200	D	\$	19.61	28,199	D
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par value
per share

Common
Stock,

\$0.0001	04/15/2009	S ⁽¹⁾	600	D	\$	19.95	27,599	D
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par value
per share

Common
Stock,

\$0.0001	04/15/2009	S ⁽¹⁾	100	D	\$	20.05	27,499	D
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par value
per share

Common
Stock,

\$0.0001	04/15/2009	S ⁽¹⁾	900	D	\$	19.9	26,599	D
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par value
per share

Common
Stock,

\$0.0001	04/15/2009	S ⁽¹⁾	200	D	\$	19.7	26,399	D
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par value
per share

Common
Stock,

\$0.0001	04/15/2009	S ⁽¹⁾	200	D	\$	19.74	26,199	D
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par value
per share

Common
Stock,

\$0.0001	04/15/2009	S ⁽¹⁾	300	D	\$	19.82	25,899	D
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par value
per share

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 6.26	04/15/2009		M	3,200	<u>(2)</u>	01/01/2010	Common Stock	3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEFFNER JOHN 9740 SCRANTON ROAD SAN DIEGO, CA 92121-1745			EVP & Chief Financial Officer	

Signatures

/s/ Robert M. Gans as
Attorney-In-Fact

04/16/2009

__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 in this Form 4 were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person on February 4, 2009.

(2) Mr. Heffner was granted options to purchase 40,000 shares of Common Stock, \$0.0001 par value per share, on January 1, 2004. The stock options vest 20% per year beginning on the first anniversary (January 1, 2005) of the date of grant (January 1, 2004).

(3) Not applicable.

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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