

Dissinger Todd
Form 4
August 15, 2018

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 *
Dissinger Todd

(Last) (First) (Middle)

C/O NATURAL GROCERS BY
VITAMIN COTTAGE, 12612
WEST ALAMEDA PARKWAY

(Street)

LAKEWOOD, CO 80228

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2018

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 ____ Other (specify
below) below)

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	08/13/2018		M	(A) or (D) A	1,802 (1) \$ 0	6,286	D
Common Stock	08/13/2018		F(2)	D	\$ 18.48	5,764	D

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾	08/13/2018		M	1,802	08/13/2018	08/13/2018	Common Stock	1,802

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dissinger Todd
C/O NATURAL GROCERS BY VITAMIN COTTAGE
12612 WEST ALAMEDA PARKWAY
LAKEWOOD, CO 80228

Chief Financial Officer

Signatures

/s/ Kemper Isely, by Power of Attorney 08/15/2018

__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) Represents shares of NGVC common stock issued to the reporting person upon the vesting of 1,802 restricted stock units on August 13, 2018, where each restricted stock unit represented the economic equivalent of one share of NGVC common stock.

(2) Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of on this line were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of the restricted stock units.

(3) Each restricted stock unit represents a contingent right to receive one share of NGVC common stock.

(4) Of these restricted stock units: a) 1,802 restricted stock units will vest on each of August 13, 2019 and 2020; b) 1,620 restricted stock units will vest on each of November 1, 2018, 2019, 2020, 2021 and 2022; c) 12,013 restricted stock units will vest on each of January 2, 2019, 2020, 2021 and 2022 and 12,014 restricted stock units will vest on January 2, 2023; provided, however, that all the restricted stock units in this clause (c) that are unvested will become fully vested upon the occurrence of a change in control affecting the Company; and d) 4,000 restricted stock units will vest on each of June 27, 2019, 2020, 2021, 2022 and 2023.

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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