

Vitamin Shoppe, Inc.
Form 4
May 14, 2012

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

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Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARCHBOLD MICHAEL G

(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)

05/10/2012

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)

President & COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock ⁽¹⁾	05/10/2012		M		20,000	A	\$ 12.79	79,270	D
Common Stock ⁽¹⁾	05/10/2012		S		20,000	D	\$ 53.3	59,270	D
Common Stock ⁽¹⁾	05/10/2012		M		20,000	A	\$ 12.79	79,270	D
Common Stock ⁽¹⁾	05/10/2012		S		20,000	D	\$ 53.67	59,270	D
Common Stock ⁽¹⁾	05/10/2012		M		20,000	A	\$ 13.43	79,270	D

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Common Stock <u>(1)</u>	05/10/2012	S	20,000	D	\$ 53.46	59,270	D
Common Stock <u>(1)</u>	05/10/2012	M	20,000	A	\$ 12.79	79,270	D
Common Stock <u>(1)</u>	05/10/2012	S	20,000	D	\$ 53.47	59,270	D
Common Stock <u>(1)</u>	05/10/2012	M	20,000	A	\$ 12.79	79,270	D
Common Stock <u>(1)</u>	05/10/2012	S	20,000	D	\$ 53.72	59,270	D
Common Stock <u>(1)</u>	05/10/2012	M	11,018	A	\$ 12.79	70,288	D
Common Stock <u>(1)</u>	05/10/2012	S	11,018	D	\$ 54.189	59,270	D
Common Stock <u>(1)</u>	05/11/2012	M	20,000	A	\$ 12.79	79,270	D
Common Stock <u>(1)</u>	05/11/2012	S	20,000	D	\$ 54.49	59,270	D

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

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SEC 1474
(9-02)

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
Employee Stock Option	\$ 12.79	05/10/2012		M	20,000	<u>(2)</u> 04/16/2017	Common Stock 20,000
Employee Stock Option	\$ 12.79	05/10/2012		M	20,000	<u>(2)</u> 04/16/2017	Common Stock 20,000

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Employee Stock Option	\$ 13.43	05/10/2012	M	20,000	<u>(2)</u>	04/16/2017	Common Stock	20,000
Employee Stock Option	\$ 12.79	05/10/2012	M	20,000	<u>(2)</u>	04/16/2017	Common Stock	20,000
Employee Stock Option	\$ 12.79	05/10/2012	M	20,000	<u>(2)</u>	04/16/2017	Common Stock	20,000
Employee Stock Option	\$ 12.79	05/10/2012	M	11,018	<u>(2)</u>	04/16/2017	Common Stock	11,018
Employee Stock Option	\$ 12.79	05/11/2012	M	20,000	<u>(2)</u>	04/16/2017	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCHBOLD MICHAEL G 2101 91ST STREET NORTH BERGEN, NJ 07047			President & COO	

Signatures

/s/ James M. Sander,
attorney-in-fact

05/14/2012

__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) Includes 562 shares acquired at \$19.58 per share, 540 shares acquired at \$22.10 per share, 86 shares acquired at \$23.73 per share, 389 shares acquired at \$28.36 per share, 460 shares acquired at \$28.82 per share, 22 shares acquired at \$31.82 per share and 620 shares acquired at \$34.26 under the Vitamin Shoppe 2010 Employee Stock Purchase Plan on June 30, 2010, September 30, 2010, December 31, 2010, March 31, 2011, June 30, 2011, September 30, 2011 and March 31, 2012 respectively.

(2) Options vest in four equal annual installments beginning on April 16, 2007.

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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