

Truett-Hurst, Inc.
Form 4
December 11, 2014

FORM 4

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

OMB APPROVAL

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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 *
FRUTH JOHN D

(Last) (First) (Middle)
2600 LYONS ST.
(Street)

SAN FRANCISCO, CA 94123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Truett-Hurst, Inc. [THST]

3. Date of Earliest Transaction
(Month/Day/Year)
12/09/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 12/09/2014 | | M ⁽¹⁾ | 1,429 | A | 1,429 | 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)

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock | (2) (3) | 12/09/2013 | | M | 1,429 | (3) (3) | Common Stock | 1,429 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRUTH JOHN D 2600 LYONS ST. SAN FRANCISCO, CA 94123 | | X | | |

Signatures

/s/ John D. Fruth 12/11/2014
 **Signature of Date
 Reporting Person

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) On December 9, 2013, the Reporting Person was granted 2,857 shares of restricted stock of which fifty percent (50%) or 1,429 shares vested on December 9, 2014. Such shares of restricted stock were previously reported as derivative securities in Table II on the Form 4 filed by the Reporting Person with the Securities Exchange Commission on December 11, 2013 (File No.: 001-35973) and are being reported herein to reflect the settlement of those derivative securities.

(2) Pursuant to the 2012 Stock Incentive Plan of Truett-Hurst, Inc., each restricted stock award is comprised of shares of Class A common stock subject to a right of repurchase or forfeiture. Once vested, each share of restricted stock is released from such restrictions.

(3) On December 9, 2013, the Reporting Person was granted 2,857 shares of restricted stock pursuant to the 2012 Stock Incentive Plan of Truett-Hurst, Inc. The Board of Directors amended the original vesting term of three years to two years and therefore fifty percent (50%) or 1,429 shares of such restricted stock award vested on December 9, 2014. Such shares of restricted stock were previously reported as derivative securities in Table II on the Form 4 filed by the Reporting Person with the Securities Exchange Commission on December 11, 2013 (File No.: 001-35973) and are being reported herein to reflect the settlement of those derivative securities. The remaining unvested shares of restricted stock granted to the Reporting Person will vest on December 9, 2015.

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.