

Bahrambeygui Sherry S.

Form 4

April 19, 2013

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 *
Bahrambeygui Sherry S.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

9740 SCRANTON ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2013

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

(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

SAN DIEGO, CA 92121-1745

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.0001 par value per share	04/17/2013		S		500	D	\$ 83.05	42,000	I	Held by the Hosey Family Trust ⁽¹⁾
Common Stock, \$0.0001 par value per share	04/18/2013		S		2,000	D	\$ 83.1875 ⁽²⁾	40,000	I	Held by the Hosey Family Trust ⁽¹⁾
Common Stock,								1,000	I	By son ⁽³⁾

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\$0.0001
par value
per share

Common
Stock,

\$0.0001
par value
per share

Common
Stock,

\$0.0001
par value
per share

1,000 I By son ⁽³⁾

51,833 ⁽⁴⁾ 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Bahrambeygui Sherry S. 9740 SCRANTON ROAD SAN DIEGO, CA 92121-1745	X

Signatures

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

04/18/2013

__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 reported securities are owned directly or indirectly by the Hosey Family Trust of which the Reporting Person is co-trustee. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$83.00 to
- (2) \$83.50 per share. Ms. Bahrambeygui will provide to the SEC staff, the issuer or a security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- (3) The reported securities are held in custodial accounts for the benefit of the Reporting Person's minor children. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein.
Includes 1,050 shares represented by restricted stock units, which vest 33.3% per year beginning on May 1, 2013. Ms. Bahrambeygui previously was awarded shares of PriceSmart, Inc. common stock by The Price Group, LLC, which were subject to forfeiture if Ms.
- (4) Bahrambeygui ceased to provide services to The Price Group, LLC before her rights to the shares had vested. Vesting on 60,000 shares was accelerated in full on February 22, 2012.

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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