

Bahrambeygui Sherry S.
Form 4
April 16, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2013

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

SAN DIEGO, CA 92121-1745

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

(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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock, \$0.0001 par value per share | 04/12/2013 | | S | 6,217 D | \$ 84.63 (4) 54,833 | D | |
| Common Stock, \$0.0001 par value per share | 04/15/2013 | | S | 3,000 D | \$ 84.23 (5) 51,833 (3) | D | |
| Common Stock, | | | | | 42,500 | I | Held by the Hosey |

| | | | | | | | |
|--|--|--|--|--|-------|---|----------------------------|
| \$0.0001 par value per share | | | | | | | Family Trust <u>(1)</u> |
| Common Stock, \$0.0001 par value per share | | | | | 1,000 | I | By son <u>(2)</u> |
| Common Stock, \$0.0001 par value per share | | | | | 1,000 | I | By son <u>(2)</u> |

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.

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 Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

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

04/16/2013

__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 (the "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.
- (2) 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 60,000 shares of PriceSmart, Inc. common stock by The Price Group, LLC, which were subject to forfeiture if Ms. Bahrambeygui ceased to provide services to The Price Group, LLC before her rights to the shares had vested. Vesting was accelerated in full on February 22, 2012.
- (3) Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$84.25 to \$85.20 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.
- (4) Reflects the weighted average sale price of the shares sold. The shares were sold in multiple trades at prices ranging from \$84.15 to \$84.30 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.
- (5)

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.