

Truett-Hurst, Inc.
Form 4
December 17, 2015

FORM 4

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

OMB APPROVAL

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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 *
Hurst Phillip L

(Last) (First) (Middle)
894 CHIQUITA ROAD
(Street)

HEALDSBURG, CA 95448

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2015

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Class A Common Stock | 12/15/2015 | | M | | 150,000 | A | \$ 1.24 | 150,400 | I | By The Hurst Family Revocable Trust dated August 1, 2004 |
| Class A Common Stock | 12/15/2015 | | S | | 15,910 | D | \$ 1.75 | 134,490 | I | By The Hurst Family Revocable Trust dated |

| | | | | | | | | |
|----------------------------|------------|---|--------|---|------------|---------|---|---|
| Class A Common Stock | 12/15/2015 | S | 22,832 | D | \$ 1.77 | 111,658 | I | August 1, 2004 By The Hurst Family Revocable Trust dated August 1, 2004 |
| Class A Common Stock | 12/15/2015 | S | 100 | D | \$ 1.76 | 111,558 | I | By The Hurst Family Revocable Trust dated August 1, 2004 |

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

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(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 of Number of Shares |
| LLC Units of HDD LLC | <u>(1)</u> | 12/15/2015 | | M | 150,000 | <u>(1)</u> <u>(1)</u> | Class A Common Stock of Truett-Hurst, Inc | 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Hurst Phillip L
894 CHIQUITA ROAD
HEALDSBURG, CA 95448

President and CEO

Signatures

/s/Phillip Hurst

12/17/2015

 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) Pursuant to the terms of an exchange agreement, LLC Units of H.D.D. LLC are exchangeable for shares of Class A common stock of Truett-Hurst, Inc. on a one-for-one basis, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications, or cash at the election of Truett-Hurst, Inc. The rights to convert LLC Units into Class A common stock do not have expiration dates.

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.