

Glennon Daniel P
 Form 4
 April 03, 2012

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 *
 Glennon Daniel P

(Last) (First) (Middle)

C/O TEAVANA HOLDINGS, INC., 3630 PEACHTREE ROAD NE, SUITE 1480

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Teavana Holdings Inc [TEA]

3. Date of Earliest Transaction (Month/Day/Year)
 03/30/2012

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)
 Exec.Vice President, CFO

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)
				(A) or (D)	Price		
Common Stock	03/30/2012		M	24,613	A \$ 1.12	24,613	D
Common Stock	03/30/2012		S	24,613	D \$ 19.95	0	D
Common Stock	04/02/2012		M	24,840	A \$ 1.12	24,840	D
Common Stock	04/02/2012		S	24,840	D \$ 19.83	0	D

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Common Stock	04/03/2012	M	547	A	\$ 1.12	547	D
Common Stock	04/03/2012	S	547	D	\$ 20	0	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 1.12	03/30/2012		M	24,613	<u>(3)</u> 08/01/2015	Common Stock	24,613	
Employee Stock Option (right to buy)	\$ 1.12	04/02/2012		M	24,840	<u>(3)</u> 08/01/2015	Common Stock	24,840	
Employee Stock Option (right to buy)	\$ 1.12	04/03/2012		M	547	<u>(3)</u> 08/01/2015	Common Stock	547	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glennon Daniel P C/O TEAVANA HOLDINGS, INC.			Exec.Vice President,	

3630 PEACHTREE ROAD NE, SUITE 1480
ATLANTA, GA 30326

CFO

Signatures

/s/ Daniel P.
Glennon

04/03/2012

 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) Represents the weighted average of multiple sale transactions ranging in price from \$19.51 to \$20.40.
- (2) Represents the weighted average of multiple sale transactions ranging in price from \$19.45 to \$20.35.
- (3) Vesting commencement date for this grant is August 1, 2005. All options vested in the following manner: 25% on each anniversary of the grant date, beginning on the first anniversary.

Remarks:

All of the transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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