SunOpta Inc. Form 4 May 21, 2014

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Number:

Expires:

January 31,
2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Add Ruelle John	dress of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol SunOpta Inc. [STKL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction	(enech air appricaeic)			
		(Month/Day/Year)	Director 10% Owner			
C/O 5850 OPUS PARKWAY, #150		05/21/2014	Officer (give title _X_ Other (specify below) VP & CAO			
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line)			
MINNETONI	KA, MN 55343		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of				Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	ode (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common shares	05/19/2014		M	1,000	A	\$ 1.92	15,759	D	
Common shares	05/19/2014		M	2,000	A	\$ 1.64	17,759	D	
Common shares	05/19/2014		M	6,000	A	\$ 4.45	23,759	D	

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

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Table I. Non Designative Securities Assuring Disposed of an Deneficially O

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number.

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ivative Expiration Date ties (Month/Day/Year) red sed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options	\$ 1.92	05/19/2014		M		1,000	05/07/2014	05/07/2015	Common shares	1,000
Options	\$ 1.64	05/19/2014		M		2,000	05/14/2014	05/14/2015	Common shares	2,000
Options	\$ 4.45	05/19/2014		M		6,000	05/12/2014	05/12/2016	Common shares	6,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ruelle John

C/O 5850 OPUS PARKWAY, #150 MINNETONKA, MN 55343 VP & CAO

Signatures

John Ruelle 05/21/2014

**Signature of Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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.

Reporting Owners 2

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).