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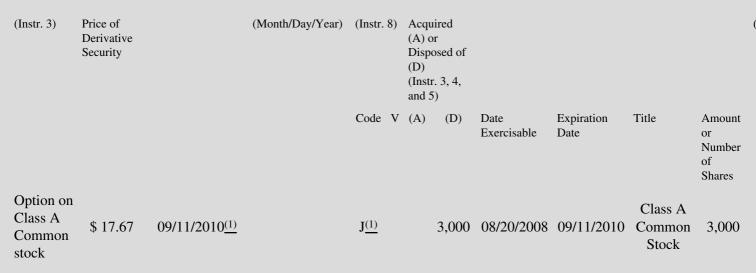
Form 4										
September 14, 2010										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
Check this box						OMB Number:	3235			
if no longer STATE	MENT OI	F CHANGES IN BENEFICIAL OWNERSHIP				WNFRSHIP OF	Expires:	Janua	2005	
Section 16. SECURITIES Form 4 or							Estimated burden hou response	urs per	0.5	
abligations	(a) of the l	Public U	Jtility Hol	ding Con		nge Act of 1934, of 1935 or Section 940	on			
(Print or Type Responses)										
1. Name and Address of Reporting Person * 2. Issuer Name Pruitt Ricky Symbol FREDS INC					Trading	Issuer				
(Last) (First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)					
4300 NEW GETWELL	(Month/Day/Year) L 09/11/2010			Director X Officer (giv below) V			e title 10% Owner below) /ice President			
(Street) 4. If Amendment, Dat Filed(Month/Day/Year)				-	Applicable Line) _X_ Form filed by			oint/Group Filing(Check One Reporting Person More than One Reporting		
MEMPHIS, TN 38118						Person				
(City) (State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owne	d	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securiti onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip	
			Code V	Amount	(D) Price					
Reminder: Report on a separate lin	e for each cl	ass of sec	urities bene	-	-	•				
				infor n requir	nation cont ed to respo ys a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities I
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Pruitt Ricky 4300 NEW GETWELL MEMPHIS, TN 38118			Vice President				
Signatures							
Anita Ryan by power of attorney	09/	/13/2010					
**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) Shares granted 3/11/2003 have expired unexercised.

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.