HAYES MICHAEL Form 5

April 16, 2013

FORM 5

### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Reported Form 4

1(b).

Transactions Reported

1. Name and Address of Reporting Person * HAYES MICHAEL			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer	
(Last)	(First)	(Middle)	FREDS INC [FRED]  3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 04/16/2013	(Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specibelow)	
4300 NEW G		KUAD		,	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting  (check applicable line)	

#### MEMPHIS, TNÂ 38118

(State)

(Zip)

(City)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

**OMB** 

Number:

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2005

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4)

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	3. Transaction Date (Month/Day/Year)		4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securition (Instr. 3 and 4)
	Derivative		•		or Disposed of		

Amount (D) Price

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Security (D) (Instr. 3, 4, and 5) (A) (D) Expiration Title Date Amou Exercisable Date or Numb of Sha Option on Class A Class A 18,720 Â J 03/21/2011 03/21/2013 Common \$ 13.25 03/21/2013 18,7 Common Stock Stock

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAYES MICHAEL

4300 NEW GETWELL ROAD Â X Â Â

MEMPHIS, TNÂ 38118

# **Signatures**

Jerry Shore by power of attorney 04/16/2013

\*\*Signature of Reporting Person

### **Explanation of Responses:**

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

Date

- \*\* 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 options expired unexercised.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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