#### Edgar Filing: FREDS INC - Form 4

EDEDC INC

Form 4	_											
July 21, 2015 FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL					
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549								OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 or	<ul> <li><sup>ger</sup> STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</li> <li>6. SECURITIES</li> </ul>								burden hou	Expires:January 31 2005Estimated average burden hours per response0.4		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a	a) of the		ility Hold	ling Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n			
(Print or Type F	Responses)											
Brown Sherri Symbol				er Name <b>and</b> Ticker or Trading S INC [FRED]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N	Middle)		Earliest Tra	-			(Chec	k all applicable	e)		
4300 NEW GETWELL ROAD 07/03/20 (Street) 4. If Ame			(Month/Day/Year) 07/03/2015					Director X Officer (give below)				
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
MEMPHIS,	TN 38118								Aore than One Re			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	curity (Month/Day/Year) Execution Date,		on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Class A Common Stock (1)	07/03/2015 <u>(1)</u>			J <u>(1)</u>	13,467 (1)	D	\$0	0	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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 iorDerivative 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 or Number of Shares
Options on Class A Common Stock (2)	\$ 16.68	07/03/2015 <u>(2)</u>		J <u>(2)</u>		16,000 (2)	12/26/2015	12/26/2021	Class A Common Stock	16,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
i o	Director	10% Owner	Officer	Other			
Brown Sherri 4300 NEW GETWELL ROAD MEMPHIS, TN 38118			EVP				
Signatures							
Jerry Shore by power of attorney	07/	21/2015					

# \*\*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) Restricted stock canceled upon employee service termination.
- (2) Unvested options canceled upon employee service termination. Reporting person's current last name is Tagg (formerly Brown).

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.