

INGLES MARKETS INC

Form 4

September 10, 2008

FORM 4
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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Freeman Ronald B

(Last) (First) (Middle)

2913 US HIGHWAY 70 WEST

(Street)

BLACK MOUNTAIN, NC 28711

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

INGLES MARKETS INC [IMKTA]

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

09/08/2008

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 ☒ Other (specify
below) below)
Chief Financial Officer / Profit Sharing Plan
Trustee

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)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/08/2008		J ⁽¹⁾		200	D	\$ 25.23	989,800	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008		J ⁽¹⁾		1,600	D	\$ 25.2712	988,200	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008		J ⁽¹⁾		300	D	\$ 25.2933	987,900	I	Employee Benefit Plan

Class A Common Stock	09/08/2008	J ⁽¹⁾	2,235	D	\$ 25.3026	985,665	I	Trustee ⁽¹⁾ Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008	J ⁽¹⁾	700	D	\$ 25.3071	984,965	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008	J ⁽¹⁾	1,901	D	\$ 25.3094	983,064	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008	J ⁽¹⁾	100	D	\$ 25.31	982,964	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008	J ⁽¹⁾	2,000	D	\$ 25.3445	980,964	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008	J ⁽¹⁾	400	D	\$ 25.3575	980,564	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008	J ⁽¹⁾	3,000	D	\$ 25.3621	977,564	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/08/2008	J ⁽¹⁾	200	D	\$ 25.365	977,364	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock ⁽²⁾	09/08/2008	J ⁽¹⁾	400	D	\$ 25.3699	976,964	I	Employee Benefit Plan Trustee ⁽¹⁾

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

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SEC 1474
(9-02)

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. 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeman Ronald B 2913 US HIGHWAY 70 WEST BLACK MOUNTAIN, NC 28711	X		Chief Financial Officer	Profit Sharing Plan Trustee

Signatures

/s/ Ronald B.
Freeman

09/10/2008

**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) The reported transactions constitute sales of Class A Common Stock to meet the liquidity needs of the Ingles Markets Investment/Profit Sharing Plan (the "Plan") for making distributions to Plan participants. The number of shares reported as sold and as beneficially owned reflect the total number of shares sold or owned by the Plan for the benefit of all Plan participants. The reporting person is a trustee of the Plan. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his or her pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose except to the extent of his or her pecuniary interest therein.
- (2) Mr. Freeman directly held 2,087 shares of Class A Common Stock on September 8, 2008.

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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