

INGLES MARKETS INC
Form 5
November 10, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
INGLE ROBERT P II

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
INGLES MARKETS INC [IMKTA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

2913 US HIGHWAY 70 WEST

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/26/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting (check applicable line)

BLACK MOUNTAIN, NC 28711

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	09/10/2014	Â	M4	19,500	A	\$ 0	133,832 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	09/11/2014	Â	S4	5,000	D	\$ 26.0078 ⁽³⁾	128,832 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
	12/09/2014	Â	M4	13,100	A	\$ 0	141,932 ⁽¹⁾	I	

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Class A Common Stock									By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	12/11/2014	Â	S4	14,500	D	\$ 31.1411 ⁽⁴⁾	127,432 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	12/19/2014	Â	S4	1,000	D	\$ 34.86	126,432 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	12/22/2014	Â	S4	12,100	D	\$ 34.1647 ⁽⁵⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	02/18/2015	Â	M4	40,000	A	\$ 0	154,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	02/27/2015	Â	S4	10,300	D	\$ 44.1265 ⁽⁶⁾	144,032 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/02/2015	Â	S4	29,700	D	\$ 44.7041 ⁽⁷⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/16/2015	Â	M4	4,500	A	\$ 0	118,832 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/16/2015	Â	S4	4,500	D	\$ 50.5688 ⁽⁸⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	05/08/2015	Â	M4	5,000	A	\$ 0	119,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	05/08/2015	Â	S4	5,000	D	\$ 42.2524 ⁽⁹⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
	06/15/2015	Â	M4	27,000	A	\$ 0	141,332 ⁽¹⁾	I	

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Class A Common Stock									By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/15/2015	Â	S4	556	D	\$ 49.5	140,776 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/18/2015	Â	S4	21,900	D	\$ 49.5096 ⁽¹⁰⁾	118,876 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/23/2015	Â	M4	16,500	A	\$ 0	135,376 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/23/2015	Â	S4	21,044	D	\$ 48.4335 ⁽¹¹⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	08/06/2015	Â	M4	4,000	A	\$ 0	118,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	08/14/2015	Â	S4	4,000	D	\$ 52.7718 ⁽¹²⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾

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.

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(9-02)

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. 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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common	Â	09/10/2014	Â	M4	Â	19,500	Â ⁽¹³⁾	Â ⁽¹³⁾	Class A Common	19,500

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Stock									Stock	
Class B Common Stock	12/09/2014		M4	13,100	(13)	(13)			Class A Common Stock	13,100
Class B Common Stock	02/18/2015		M4	40,000	(13)	(13)			Class A Common Stock	40,000
Class B Common Stock	03/16/2015		M4	4,500	(13)	(13)			Class A Common Stock	4,500
Class B Common Stock	05/08/2015		M4	5,000	(13)	(13)			Class A Common Stock	5,000
Class B Common Stock	06/15/2015		M4	27,000	(13)	(13)			Class A Common Stock	27,000
Class B Common Stock	06/23/2015		M4	16,500	(13)	(13)			Class A Common Stock	16,500
Class B Common Stock	08/06/2015		M4	4,000	(13)	(13)			Class A Common Stock	4,000
Class B Common Stock					(13)	(13)			Class A Common Stock	3,337,53
Class B Common Stock					(13)	(13)			Class A Common Stock	2,131,11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGLE ROBERT P II 2913 US HIGHWAY 70 WEST BLACK MOUNTAIN, NC 28711	X	X	Chairman & CEO	

Signatures

Ronald B. Freeman, as
attorney-in-fact

11/09/2015

__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 shares held by The Profit Sharing Plan Trust fluctuate daily based on individual participant investment choices.
- The shares are held by Ingles Markets Inc. Investment/Profit Sharing Plan Trust (the "Profit Sharing Plan Trust"), of which the reporting person was appointed a trustee on May 10, 2011. The reporting person shares voting and dispositive power with the two other trustees of the Profit Sharing Plan Trust with respect to such shares.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.0403, inclusive. The reporting person undertakes to provide to Ingles Markets Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.0042 to \$31.3354, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.0378 to \$34.3267, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.1208 to \$44.1479, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.50 to \$45.2463, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.54 to \$50.7625, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.0401 to \$42.655, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$49.645, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.40 to \$48.55, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.75 to \$52.94, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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(13) Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date.

The shares are held by Robert P. Ingle, Sr. Administrative Trust UTA Robert Pierce Ingle Living Trust dated December 24, 2010 (the "Marital Trust"), which was created by Robert P. Ingle, Sr. for estate planning purposes on December 24, 2010. The reporting person is the sole trustee of the Marital Trust with sole voting and dispositive power with respect to such shares.

(14) The shares are held by Laura Anne Laxton Ingle 2011 Irrevocable Trust dated September 8, 2011 (the "Laura Ingle Trust"), which was created by Laura Ingle for estate planning purposes on September 8, 2011. The reporting person is the sole trustee of the Laura Ingle Trust with sole voting and dispositive power with respect to such shares.

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.