

INGLES MARKETS INC
Form 4
February 10, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

(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)

02/06/2015

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 below) Other (specify below)
Chairman & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 02/06/2015 | | M | | 130,874 | A | \$ 0 |
| Class A Common Stock | | | | | 114,332 | I | |

By Profit Sharing Plan Trust
(1)

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

SEC 1474 (9-02)

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)

| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (2) | 02/06/2015 | | M | 130,874 | (2) | (2) | Class A Common Stock | 130,874 |
| Class B Common Stock | (2) | | | | | (2) | (2) | Class A Common Stock | 3,337,531 |
| Class B Common Stock | (2) | | | | | (2) | (2) | Class A Common Stock | 2,131,119 |
| Class B Common Stock | (2) | | | | | (2) | (2) | Class A Common Stock | 442,892 |
| Class B Common Stock | (2) | | | | | (2) | (2) | Class A Common Stock | 24,076 |

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

02/10/2015

__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 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.

(2) 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.

(3) Includes 300,570 shares previously held by the Laura Ingle Trust, as defined in footnote (5).

(4) 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.

(5) 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.

(6) The shares are held by the reporting person's spouse as custodian for the minor children of the reporting person.

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.