

INGLES MARKETS INC  
Form 4  
September 10, 2008

**FORM 4** 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).

**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 \*  
Freeman Ronald B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2913 US HIGHWAY 70 WEST

3. Date of Earliest Transaction (Month/Day/Year)  
09/08/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer / Profit Sharing Plan Trustee

(Street)  
BLACK MOUNTAIN, NC 28711

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 or Disposed of (A) (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)
				(A) or (D)	Price		
Class A Common Stock	09/08/2008		J <sup>(1)</sup>	191	D \$ 25.37	976,773	I Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock	09/08/2008		J <sup>(1)</sup>	200	D \$ 25.395	976,573	I Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock	09/08/2008		J <sup>(1)</sup>	2,000	D \$ 25.4075	974,573	I Employee Benefit Plan

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Class A Common Stock	09/08/2008	J <sup>(1)</sup>	300	D	\$ 25.4333	974,273	I	Trustee <sup>(1)</sup> Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock	09/08/2008	J <sup>(1)</sup>	906	D	\$ 25.4513	973,367	I	Trustee <sup>(1)</sup> Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock	09/08/2008	J <sup>(1)</sup>	700	D	\$ 25.4643	972,667	I	Trustee <sup>(1)</sup> Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock	09/08/2008	J <sup>(1)</sup>	1,000	D	\$ 25.469	971,667	I	Trustee <sup>(1)</sup> Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock	09/08/2008	J <sup>(1)</sup>	808	D	\$ 25.4797	970,859	I	Trustee <sup>(1)</sup> Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock	09/08/2008	J <sup>(1)</sup>	1,000	D	\$ 25.497	969,859	I	Trustee <sup>(1)</sup> Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock	09/08/2008	J <sup>(1)</sup>	1,094	D	\$ 25.558	968,765	I	Trustee <sup>(1)</sup> Employee Benefit Plan Trustee <sup>(1)</sup>
Class A Common Stock <sup>(2)</sup>	09/08/2008	J <sup>(1)</sup>	1,000	D	\$ 25.572	967,765	I	Trustee <sup>(1)</sup> Employee Benefit Plan Trustee <sup>(1)</sup>

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
										Owned

## 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).
- 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
- (1) 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. 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.