#### **INGLES MARKETS INC**

Form 4

September 04, 2007

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

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

**OMB APPROVAL** 

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**INGLES MARKETS INC** 

INVESTMENT/PROFIT SHARING PLAN TRUST

> (Last) (First)

2. Issuer Name and Ticker or Trading

Symbol

**INGLES MARKETS INC [IMKTA]** 

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3. Date of Earliest Transaction

(Month/Day/Year) 08/30/2007

Director

Officer (give title

10% Owner Other (specify

2913 US HIGHWAY 70 WEST

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BLACK MOUNTAIN, NC 28711

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if any

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Indirect Form: Direct (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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.

SEC 1474 (9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Conversion or Exercise Code (Month/Day/Year) (Instr. 3 and 4) Security Securities Price of (Instr. 3) (Month/Day/Year) (Instr. 8) Acquired (A) or

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	Derivative Security					Disposed of (D) (Instr. 3, 4, and 5)					
			Со	de	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(1)</u>	08/30/2007	S <u>S</u>	2)			100,000	(3)	<u>(4)</u>	Class A Common Stock	100,000 (1)

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

INGLES MARKETS INC INVESTMENT/PROFIT SHARING PLAN TRUST
2913 US HIGHWAY 70 WEST

BLACK MOUNTAIN, NC 28711

## **Signatures**

/s/Ronald B. Freeman, By: Ronald B.
Freeman

09/04/2007

\*\*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) Class B Common Stock may be converted to Class A Common Stock on a 1-for-1 basis without additional consideration.
- The reported transaction constitutes a sale of Class B Common Stock by the Ingles Markets Investment/Profit Sharing Plan (the "Plan").
- (2) While the Class B Common Stock generally converts to Class A Common Stock upon transfer, because such shares were sold to another holder of Class B Common Stock they did not convert.
- (3) Exercisable immediately.
- (4) None.

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.

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