

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)

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

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 Reporting

(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) | Amount | (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 <sup>(1)</sup> | I  | By Profit Sharing Plan Trust <sup>(2)</sup>              |   |
| Class A Common Stock            | 09/11/2014                           | Â  | S4                             | 5,000   | D      | \$ 26.0078 <sup>(3)</sup> | 128,832 <sup>(1)</sup> | I  | By Profit Sharing Plan Trust <sup>(2)</sup>              |   |
|                                 | 12/09/2014                           | Â  | M4                             | 13,100  | A      | \$ 0                      | 141,932 <sup>(1)</sup> | I  |  |   |

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

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

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

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SEC 2270  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|---|--|---|---|--------------------------------------|--|--------|--|--------------------|---|----------------------------------|
|   |  |   |   |                                      | (A)  | (D)    | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Class B<br>Common                                   | Â  | 09/10/2014                              | Â   | M4                                   | Â  | 19,500 | Â <sup>(13)</sup>  | Â <sup>(13)</sup>  | Class A<br>Common   | 19,500                           |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| INGLE ROBERT P II<br>2913 US HIGHWAY 70 WEST<br>BLACK MOUNTAIN, NC 28711 | X             | X         | Chairman<br>& 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
- (14) "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.
- The shares are held by Laura Anne Laxton Ingle 2011 Irrevocable Trust dated September 8, 2011 (the "Laura Ingle Trust"), which was
- (15) 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.