## Edgar Filing: FREDS INC - Form 4

FREDS INC											
Form 4											
January 21, 2	2014										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287		
Check this box if no longer									Expires:	January 31, 2005	
subject to	SIAIE	MENT O	F CHAN	NGES IN BENEFICIAL OW SECURITIES				NERSHIP OF	Estimated average		
Section 1 Form 4 or				SECUK	11165				burden hours per response 0.		
Form 5	Filed pu	irsuant to	Section 10	6(a) of the	e Securiti	es Ex	chang	e Act of 1934,	16500156	0.5	
obligatior may conti	<sup>18</sup> Section 17						-	f 1935 or Sectio	n		
See Instru		30(h)	) of the In	vestment	Company	Act	of 194	40			
1(b).											
(Print or Type R	Responses)										
$C_{\rm res} = 1 - \epsilon t + \Lambda 1 - \epsilon = C$				Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
Syn			Symbol FRFDS	ymbol [REDS INC [FRED]							
								(Check all applicable)			
(Mon				. Date of Earliest Transaction Month/Day/Year) 11/07/2014				Director 10% Owner X Officer (give title Other (specify below) below)			
								below)	SVP		
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check			
								Applicable Line)			
MEMPHIS,	TN 38118							_X_ Form filed by Form filed by M Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Tabl	I Non D	orivotivo S	oourit	ios Acc	uired, Disposed o	f or Bonoficial	ly Owned	
1.Title of	2 Transaction D	14. 24 Day					-			-	
Security	2. Transaction Date 2A (Month/Day/Year) Ex		on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of				S. Amount of Securities	6. Ownership Form: Direct		
(Instr. 3)		any		Code $(D)$			Beneficially	(D) or	Beneficial		
		(Month/	(Day/Year) (Instr. 8) (Instr. 3, 4 and 5)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
						(A)		Reported	× /		
						or		Transaction(s) (Instr. 3 and 4)			
Class A				Code V	Amount	(D)	Price	(insu: 5 und 1)			
Class A Common	01/07/2014			S	11,723	D	\$0	1,907	D		
Stock	01/0//2014			3	(1)	(1)	φU	1,707	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
I State and a state	Director	10% Owner	Officer	Other			
Crockett Alan C 4300 NEW GETWELL ROAD MEMPHIS, TN 38118			SVP				
Signatures							
Jerry Shore by power of attorney	01/	21/2014					

\*\*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) Restricted shares canceled upon employee service termination.

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.