

INGLES MARKETS INC

Form 5

November 10, 2015

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
INGLE ROBERT P II

(Last) (First) (Middle)

2913 US HIGHWAY 70 WEST

(Street)

2. Issuer Name and Ticker or Trading
Symbol
INGLES MARKETS INC [IMKTA]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
09/26/20154. 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)

BLACK
MOUNTAIN, NC 28711

(City) (State) (Zip)

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

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

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

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.

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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 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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common	Â	09/10/2014	Â	M4	Â 19,500	Â ⁽¹³⁾ Â ⁽¹³⁾	Class A Common 19,500

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Stock

Stock

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGLE ROBERT P II 2913 US HIGHWAY 70 WEST BLACK MOUNTAIN,Â NCÂ 28711	Â X	Â X	Â Chairman & CEO	Â

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.