

INGLES MARKETS INC
 Form 5
 November 14, 2014

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)

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

 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/27/2014

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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

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)	(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	09/30/2013	Â	M4	14,250	A	\$ 0	128,582 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	09/30/2013	Â	S4	7,000	D	\$ 28.509	121,582 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	09/30/2013	Â	S4	7,250	D	\$	114,332 ⁽¹⁾	I	By Profit

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Common Stock							28,522			Sharing Plan Trust ⁽²⁾
Class A Common Stock	02/12/2014	Â	M4	19,000	A	\$ 0	133,332 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	02/12/2014	Â	S4	14,000	D	\$ 22.413	119,332 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	02/12/2014	Â	S4	2,000	D	\$ 22.407	117,332 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	02/12/2014	Â	S4	3,000	D	\$ 22.42	114,332 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/04/2014	Â	M4	8,600	A	\$ 0	122,932 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/04/2014	Â	S4	4,860	D	\$ 23.854	118,072 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/04/2014	Â	S4	1,064	D	\$ 23.844	117,008 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/04/2014	Â	S4	2,676	D	\$ 23.824	114,332 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/11/2014	Â	M4	5,500	A	\$ 0	119,832 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/11/2014	Â	S4	2,676	D	\$ 27.231	117,156 ⁽¹⁾	I		By Profit Sharing Plan Trust ⁽²⁾
Class A Common	06/11/2014	Â	S4	2,112	D	\$ 27.078	115,044 ⁽¹⁾	I		By Profit Sharing

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Stock									Plan Trust (2)
Class A Common Stock	06/11/2014	Â	S4	712	D	\$ 27.121	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.

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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 Stock	Â	09/30/2013	Â	M4	Â	14,250	Â (3)	Â (3)	Class A Common Stock	14,250
Class B Common Stock	Â	02/12/2014	Â	M4	Â	19,000	Â (3)	Â (3)	Class A Common Stock	19,000
Class B Common Stock	Â	03/04/2014	Â	M4	Â	8,600	Â (3)	Â (3)	Class A Common Stock	8,600
Class B Common Stock	Â	03/26/2014	Â	J4 (4)	Â	44,000	Â (3)	Â (3)	Class A Common Stock	44,000
Class B Common Stock	Â	06/11/2014	Â	M4	Â	5,500	Â (3)	Â (3)	Class A Common Stock	5,500
Class B Common Stock	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Class A Common Stock	130,874

Class B Common Stock	^	^	^	^	^	^	^ (3)	^ (3)	Class A Common Stock	2,431,68
Class B Common Stock	^	^	^	^	^	^	^ (3)	^ (3)	Class A Common Stock	3,036,96
Class B Common Stock	^	^	^	^	^	^	^ (3)	^ (3)	Class A Common Stock	24,076

Reporting Owners

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

Signatures

Ronald B. Freeman, as attorney-in-fact	11/14/2014
__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) The shares held by The Profit Sharing Plan Trust fluctuate daily based on 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.
- (2) 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.
- (3) The shares were distributed to an employee as a withdrawal from the Profit Sharing Plan Trust.
The shares are held by Laura Anne Laxton Ingle 2011 Irrevocable Trust dated September 8, 2011 (the "Laura Ingle Trust"), which was 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.
- (4) The shares are held by Robert P. Ingle, Sr. Administrative Trust UTA Robert Pierce Ingle Living Trust dated December 24, 2010 (the "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.
- (5) The shares are held by the reporting person's spouse as custodian for the minor children of the reporting person.

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.