

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

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

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|                            |            |   |    |     |   |              |             |   |   |
|----------------------------|------------|---|----|-----|---|--------------|-------------|---|---|
| Stock                      |            |   |    |     |   |              |             |   | Plan Trust<br>(2)                         |
| Class A<br>Common<br>Stock | 06/11/2014 | Â | S4 | 712 | D | \$<br>27.121 | 114,332 (1) | I | By Profit<br>Sharing<br>Plan Trust<br>(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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>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.<br>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<br>Stock                          | Â   | 09/30/2013                              | Â   | M4                                      | Â  | 14,250 | Â (3)  | Â (3)              | Class A<br>Common<br>Stock  | 14,250                           |
| Class B<br>Common<br>Stock                          | Â   | 02/12/2014                              | Â   | M4                                      | Â  | 19,000 | Â (3)  | Â (3)              | Class A<br>Common<br>Stock  | 19,000                           |
| Class B<br>Common<br>Stock                          | Â   | 03/04/2014                              | Â   | M4                                      | Â  | 8,600  | Â (3)  | Â (3)              | Class A<br>Common<br>Stock  | 8,600                            |
| Class B<br>Common<br>Stock                          | Â   | 03/26/2014                              | Â   | J4 (4)                                  | Â  | 44,000 | Â (3)  | Â (3)              | Class A<br>Common<br>Stock  | 44,000                           |
| Class B<br>Common<br>Stock                          | Â   | 06/11/2014                              | Â   | M4                                      | Â  | 5,500  | Â (3)  | Â (3)              | Class A<br>Common<br>Stock  | 5,500                            |
| Class B<br>Common<br>Stock                          | Â   | Â                                       | Â   | Â                                       | Â  | Â      | Â (3)  | Â (3)              | Class A<br>Common<br>Stock  | 130,874                          |

