

Edgar Filing: FRED'S INC - Form 144

FRED'S INC
 Form 144
 December 07, 2006

UNITED STATES SEC USE ONLY
 Washington, D.C. 20549

RULE 144

NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

 1(a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) SEC FILE NO.
 Freds Inc 62-0634010 1-14565

 1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.
 4300 New Getwell Road (901) 238-2877
 Memphis, TN 38118

 2(a) NAME OF PERSON FOR WHOSE (b) SOCIAL SECURITY (c) RELATIONSHIP
 ACCOUNT THE SECURITIES NO. OR IRS IDENT. TO ISSUER
 ARE TO BE SOLD NO.

 Maxwell, Barry Officer

 (d) ADDRESS STREET CITY ZIP CODE
 4300 New Getwell Road
 Memphis, TN, 38118

 INSTRUCTION: The person filing this notice should contact the issuer to obtain
 the I.R.S. Identification Number and the SEC File Number.

| 3(a) | (b) | SEC USE ONLY | (c) | (d) | (e) | (f) |
|---|---|---------------------------|--|--|---|-----|
| Title of the Class of Securities to be Sold | Name and Address of Each Broker Through Whome the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units to be Sold (See instr. 3(c)) | Aggregate Market Value (See instr. 3(d)) | Number of Shares or Other Units Outstanding (See instr. 3(e)) | |
| Common | Merrill Lynch 101 Hudson Street Jersey City, NJ | | 201 | 2365 | 40017192 | 1 |

TABLE I - SECURITIES TO BE SOLD

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Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date You Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | D P |
|--------------------|-------------------|-----------------------------------|--|-------------------------------|--------|
| common | 03/31/06 | Employee Stock Purchase Plan | Fred's, Inc. | 201 | 03 |

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities | Gros Proc |
|----------------------------|--------------------------|--------------|----------------------|--------------|
| 0 | 0 | | | |

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which have not been publicly disclosed.

Fred's, Inc.

Date: 12/06/2006

/s/ Barry Maxwell
Name: Barry Maxwell
Title: Vice President

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).