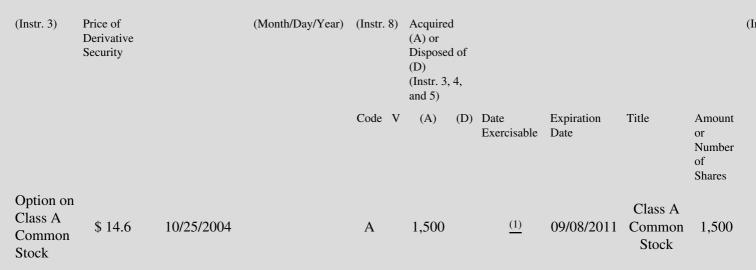
Edgar Filing: BIVINS JOEY - Form 4

BIVINS JOE Form 4	Y								
October 25, 2	2004								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL		
	UNITED		CURITIES A Washington			COMMISSIO	N OMB Number:	3235-0287	
Check thi if no long subject to Section 14 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).	er 6. Filed pur ¹⁵ Section 17(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							
(Print or Type R	Responses)								
1. Name and Address of Reporting Person <u>*</u> BIVINS JOEY			2. Issuer Name and Ticker or Trading Symbol FREDS INC [FRED]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) ((Che	heck all applicable)			
4300 NEW GETWELL			(Month/Day/Year) 10/25/2004			Director 10% Owner X_ Officer (give title Other (specify below) below) Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MEMPHIS,	TN 38118					Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Table I - Non-J	Derivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code		A) or of (D)	Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Repo	ort on a separate line	e for each class of		ficially own Persor inform require	as who res ation cont ed to resp /s a curre		n are not rm	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

Edgar Filing: BIVINS JOEY - Form 4



Reporting Owners

Reporting Owner Name / Addre	PSS	Relationships					
The porting of the Trans / Trans	Director	10% Owner	Officer	Other			
BIVINS JOEY 4300 NEW GETWELL MEMPHIS, TN 38118			Vice President				
Signatures							
/s/ Joey Bivins	10/25/2004						
<u>**</u> 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) $\frac{10\% \text{ of shares are exercisable on } 9/8/2005, 9/8/2006, 9/8/2007, 9/8/2008 \text{ and } 60\% \text{ on } 9/8/2009. \text{ Vesting can be accelerated if the company generates a } 5\% \text{ Operating Profit or better in the most recently completed fiscal year.}$

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.