Edgar Filing: Chambers Ricky - Form 4/A

| Chambers Rid Form 4/A August 08, 20 | • | | | | | | | | | | |
|---|---|--|---------------------------------|--|-------------|--------|-------------|---|--|---|--|
| FORM | 4 UNITE | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | 9PROVAL 3235-0287 | |
| Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b). | er STAT 5. Filed I ^s Section I | 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 | | | | | | | burden hou response | Estimated average burden hours per response 0.5 | |
| (Print or Type R | esponses) | | | | | | | | | | |
| Chambers Ricky S | | | Symbol | 2. Issuer Name and Ticker or Trading Symbol FREDS INC [FRED] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
| | | | 3. Date of Earliest Transaction | | | | | | | | |
| (Me | | | (Month/Da | (Month/Day/Year) 08/06/2012 | | | | Director 10% Owner X Officer (give title Other (specify below) below) EVP | | | |
| | | | | endment, Date Original nth/Day/Year) 012 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| MEMPHIS, | TN 38118 | | 00/00/20 | 12 | | | | | More than One Re | | |
| (City) | (State) | (Zip) | Table | I - Non-D | erivative S | Securi | ties Ac | quired, Disposed o | of, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day/Ye | nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | | |) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (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 | 08/06/2012 | | | S <u>(1)</u> | 133 | A | \$ 0 (1) | 20,967 | D | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Chambers Ricky 4300 NEW GETWELL ROAD MEMPHIS, TN 38118 | | | EVP | | | | |
| Signatures | | | | | | | |
| | | | | | | | |

Anita Ryan by power of
attorney08/08/2012

**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) Share restrictions have lapsed.

Remarks:

Correcting title and footnote.

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.