## Edgar Filing: Sands Willie - Form 4

Sands Willie										
Form 4	2									
May 06, 2013								OMB A	PPROVAL	
FORM	<b>4</b> UNITED S		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						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).	ENT OF CHAN uant to Section 1 ) of the Public Ut	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					Expires: January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type R	esponses)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
	FREDS	FREDS INC [FRED]				(Check all applicable)				
(Mo			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>05/02/2013</li></ul>				Director 10% Owner X Officer (give title Other (specify below) below) VP			
			Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MEMPHIS,	TN 38118							More than One Re		
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		on Date 2A. Deemed /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)		
Class A Common Stock	05/02/2013		J <u>(1)</u>	883 <u>(1)</u>	D (1)	\$0	7,498	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)

## Edgar Filing: Sands Willie - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
				(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		(IIISU
			Code V	(A) (D)	2	2 410		of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Sands Willie 4300 NEW GETWELL ROAD MEMPHIS, TN 38118			VP				
Signatures							
Jerry Shore by power of attorney	05/	06/2013					
**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) Restricted shares cancelled due to performance.

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.