Edgar Filing: FREDS INC - Form 4

FREDS INC												
Form 4	4											
April 04, 201										OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHAN Washington, D.C. 20549						NGE (COMMISSION		3235-0287			
Section 16. Form 4 or Form 5 Filed pursuant to Section				CHANGES IN BENEFICIAL OWNERSHI SECURITIES tion 16(a) of the Securities Exchange Act of 1						Expires: January 20 Estimated average burden hours per response		
obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(2		Public Ut of the Inv	•		•	· ·		f 1935 or Sectio 40	n		
(Print or Type R	lesponses)											
CURTIS DENNIS Symbol			Symbol	2. Issuer Name and Ticker or Trading /mbol REDS INC [FRED]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	liddle)	3. Date of	Earliest T	Tran	saction			(Chec	ж ан аррисави	:)	
				(Month/Day/Year) 04/03/2014					Director X Officer (give below)		o Owner er (specify	
				Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
MEMPHIS,	TN 38118		Filed(Mon	th/Day/Yea	ar)				Applicable Line) _X_ Form filed by 0 Form filed by M Person	One Reporting Pe Iore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-l	Der	ivative S	Securi	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any			tion(() ((A) or Di (D)	4 and (A) or	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Class A				code			_	\$				
Common Stock	04/03/2014			S		5,437	D (1)	18.8 (1)	20,463	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. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne 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			
CURTIS DENNIS 4300 NEW GETWELL ROAD MEMPHIS, TN 38118			SVP				
Signatures							
Jerry Shore by power of attorney	04/	04/2014					

<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) Sale of 5,437 shares for \$18.80.

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.