Edgar Filing: FREDS INC - Form 4

EDEDC INC

Form 4	F											
April 27, 2015 FORM 4 UNITED STATES SECI										OMB APPROVAL		
	UNITE	Washington, D.C. 20549							OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o	s box er STATEMENT OF CHANGES IN BEN 6. SECURITIE					ENEFICIAL OWNERSHIP OF TIES				January 31, 2005 average irs per 0.5		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 1	7(a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, if 1935 or Sectio 40	n			
(Print or Type R	Responses)											
Gabor Teresa Sy FI			Symbol	-				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			FREDS INC [FRED] 3. Date of Earliest Transaction									
(Month				Month/Day/Year))4/22/2015				Director 10% Owner X Officer (give title Other (specify below) below) SVP				
			Amendment, Date Original Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
MEMPHIS,	TN 38118							Form filed by I Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	curity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			SecuritiesHBeneficially(OwnedIFollowing(ReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
Class A				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	04/22/2015			J <u>(1)</u>	393 <u>(1)</u>	D (1)	\$0	5,076	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. Transacti Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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			
Gabor Teresa 4300 NEW GETWELL ROAD MEMPHIS, TN 38118			SVP				
Signatures							
Jerry Shore by power of attorney	04/	27/2015					

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** 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 canceled 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.