

INGLES MARKETS INC  
Form 4  
May 20, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
INGLES MARKETS INC  
INVESTMENT/PROFIT SHARING  
PLAN TRUST

(Last) (First) (Middle)

2913 US HIGHWAY 70 WEST

(Street)

BLACK MOUNTAIN, NC 28711

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INGLES MARKETS INC [IMKTA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/16/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Class A Common Stock	05/16/2008		S	1,000	D	\$ 24.4	1,039,000	D
Class A Common Stock	05/16/2008		S	500	D	\$ 24.4	1,038,500	D
Class A Common Stock	05/16/2008		S	500	D	\$ 24.4	1,038,000	D
Class A Common	05/16/2008		S	1,000	D	\$ 24.4	1,037,000	D

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Stock							
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.4	1,036,000	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.403	1,035,000	D
Class A Common Stock	05/16/2008	S	2,000	D	\$ 24.4717	1,033,000	D
Class A Common Stock	05/16/2008	S	181	D	\$ 24.49	1,032,819	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.496	1,031,819	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.4975	1,030,819	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.5121	1,029,819	D
Class A Common Stock	05/16/2008	S	319	D	\$ 24.5163	1,029,500	D
Class A Common Stock	05/16/2008	S	773	D	\$ 24.5226	1,028,727	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.552	1,027,727	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.5885	1,026,727	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.6	1,025,727	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.63	1,024,727	D
Class A Common Stock	05/16/2008	S	1,000	D	\$ 24.651	1,023,727	D

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Class A Common Stock	05/16/2008	S	2,000	D	\$ 24.67	1,021,727	D
Class A Common Stock	05/16/2008	S	1,727	D	\$ 24.6911	1,020,000	D
Class A Common Stock	05/16/2008	S	2,000	D	\$ 24.7245	1,018,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

INGLES MARKETS INC INVESTMENT/PROFIT SHARING PLAN TRUST  
2913 US HIGHWAY 70 WEST  
BLACK MOUNTAIN, NC 28711

X

## Signatures

/s/ Ronald B. Freeman                      05/16/2008

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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