

INGLE ROBERT P II
Form 5
September 26, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
INGLE ROBERT P II

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

2913 US HIGHWAY 70 WEST

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/24/2011

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

6. Individual or Joint/Group Reporting (check applicable line)

BLACK MOUNTAIN, NC 28711

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 102,500 | D | Â |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 113,800 | I | By Profit Sharing Plan Trust (1) |

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

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Class B Common Stock | Â | 02/18/2011 | Â | G | 680,000 | Â | Â (2) | Â (2) | Class A Common Stock |
| Class B Common Stock | Â | 03/06/2011 | Â | W | 9,468,650 | Â | Â (2) | Â (2) | Class A Common Stock |
| Class B Common Stock | Â | 09/01/2011 | Â | G | Â | 950,000 | Â (2) | Â (2) | Class A Common Stock |
| Class B Common Stock | Â | 09/08/2011 | Â | G | 950,000 | Â | Â (2) | Â (2) | Class A Common Stock |
| Class B Common Stock | Â | 09/22/2011 | Â | G | Â | 8,518,650 | Â (2) | Â (2) | Class A Common Stock |
| Class B Common Stock | Â | 09/22/2011 | Â | G | 8,518,650 | Â | Â (2) | Â (2) | Class A Common Stock |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock |
| Class B Common Stock | Â | Â | Â | Â | Â | Â | Â (2) | Â (2) | Class A Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| INGLE ROBERT P II | Â X | Â X | Â Chairman | Â |

2913 US HIGHWAY 70 WEST
BLACK MOUNTAIN, NC 28711

& CEO

Signatures

Ronald B. Freeman, as
attorney-in-fact

09/24/2011

__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) The shares are held by Ingles Markets Inc. Investment/Profit Sharing Plan Trust (the "Profit Sharing Plan Trust"), of which the reporting person was appointed a trustee on May 10, 2011. The reporting person shares voting and dispositive power with the two other trustees of the Profit Sharing Plan Trust with respect to such shares.

(2) Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date.

(3) The shares are held by Robert Pierce Ingle 2011 Irrevocable Trust (the "Irrevocable Trust"), which was created by Robert P. Ingle, Sr. for estate planning purposes on February 15, 2011. The reporting person is the sole trustee of the Irrevocable Trust with sole voting and dispositive power with respect to such shares.

(4) The shares are held by Robert P. Ingle, Sr. Administrative Trust UTA Robert Pierce Ingle Living Trust dated December 24, 2010 (the "Marital Trust"), which was created by Robert P. Ingle, Sr. for estate planning purposes on December 24, 2010. The reporting person is the sole trustee of the Marital Trust with sole voting and dispositive power with respect to such shares.

(5) The shares are held by Laura Anne Laxton Ingle 2011 Irrevocable Trust dated September 8, 2011 (the "Laura Ingle Trust"), which was created by Laura Ingle, the reporting person's mother, for estate planning purposes on September 8, 2011. The reporting person is the sole trustee of the Laura Ingle Trust with sole voting and dispositive power with respect to such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.