

Edgar Filing: FRED'S INC - Form 144

FRED'S INC  
Form 144  
June 05, 2008

UNITED STATES SEC USE ONLY  
Washington, D.C. 20549

RULE 144

NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

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1(a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) SEC FILE NO.  
Fred's Inc 62-0634010  
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1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.  
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2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) RELATIONSHIP TO ISSUER  
  
Hayes, Michael Officer  
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(c) ADDRESS STREET CITY ZIP CODE  
4300 New Getwell Road  
Memphis, TN, 38118  
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INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the SEC File Number.  
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3(a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)
Title of the Class of Securities to be Sold	Name and Address of Each Broker Through Whome the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units to be Sold (See instr. 3(c))	Aggregate Market Value (See instr. 3(d))	Number of Shares or Other Units Outstanding (See instr. 3(e))	
Class A Common	Morgan Keegan 1100 Ridgeway Loop Road, Suite 600 Memphis, TN 38120		7000	90265	39942488	0

TABLE I - SECURITIES TO BE SOLD

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Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	D
Class A Common	01/01/97	Initial IPO of Fred's Stock in 1992	IPO	1015468	01

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities	Gross Proceeds
0	0			

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which have not been publicly disclosed.

Fred's, Inc.

Date: 06/05/2008

/s/ Anita Ryan by power of attorney  
 Name: Anita Ryan by power of attorney  
 Title: Treasurer

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).