

Edgar Filing: FRED'S INC - Form 144

FRED'S INC  
 Form 144  
 September 12, 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.  
 Freds Inc 62-0634010  
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1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.  
 4300 New Getwell Road (901) 238-2877  
 Memphis, TN 38118  
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2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE (b) RELATIONSHIP  
 SECURITIES ARE TO BE SOLD 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 Stanley 320 Post Road West Newport, CT 06880		6500	97500	39962902	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	03/12/97	purchase of convertible bond, 1992	Fred's, Inc.	6500	03

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 Proceed
Class A common		09/11/08	10000	150038
Class A common		09/02/08	50000	699500

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: 09/12/2008

/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

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Criminal Violations (See 18 U.S.C. 1001).