**INGLE ROBERT P** 

Form 4

December 23, 2008

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per 0.5 response...

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person INGLE ROBERT P	2. Issuer Name and Ticker or Trading Symbol INGLES MARKETS INC [IMKTA]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle	3. Date of Earliest Transaction	(Check all applicable)			
2913 US HIGHWAY 70 WEST	(Month/Day/Year) 12/19/2008	X Director 10% OwnerX Officer (give titleX Other (specify below) CEO / Profit Sharing Plan Trustee			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
BLACK MOUNTAIN, NC 28711	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) <b>Tabl</b>	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock	12/19/2008		Code V		` ′	Price \$ 17.36	170,337	D	
Class A Common Stock	12/19/2008		S	2,000	D	\$ 17.38	168,337	D	
Class A Common Stock	12/19/2008		S	300	D	\$ 17.44	168,037	D	
Class A Common	12/19/2008		S	400	D	\$ 17.44	167,637	D	

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Stock								
Class A Common Stock	12/19/2008	S	636	D	\$ 17.47	167,001	D	
Class A Common Stock	12/19/2008	S	400	D	\$ 17.47	166,601	D	
Class A Common Stock	12/19/2008	S	1,200	D	\$ 17.54	165,401	D	
Class A Common Stock	12/19/2008	S	2,500	D	\$ 17.58	162,901	D	
Class A Common Stock	12/19/2008	S	500	D	\$ 17.59	162,401	D	
Class A Common Stock	12/19/2008	S	2,000	D	\$ 17.6	160,401	D	
Class A Common Stock	12/19/2008	S	3,500	D	\$ 17.67	156,901	D	
Class A Common Stock	12/19/2008	S	2,500	D	\$ 17.75	154,401	D	
Class A Common Stock	12/19/2008	S	2,500	D	\$ 17.76	151,901	D	
Class A Common Stock						930,000	I	Employee Benefit Plan Trustee

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		(Instr. 5)

(9-02)

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	Derivative Security			Acc (A) Dis of (	posed				
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0 <u>(1)</u>					(2)	(3)	Class A Common Stock	(1)
Class B Common Stock	\$ 0 <u>(1)</u>					(2)	<u>(3)</u>	Class A Common Stock	(1)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
• 6	Director	10% Owner	Officer	Other				
INGLE ROBERT P								
2913 US HIGHWAY 70 WEST	X		CEO	Profit Sharing Plan Trustee				
BLACK MOUNTAIN, NC 28711								

# **Signatures**

/s/ Ronald B. Freeman/Attorney-in-fact for Robert P. Ingle

12/23/2008

\*\*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).
- (1) Class B Common Stock may be converted to Class A Common Stock on a 1-for-1 basis without additional consideration.
- (2) Exercisable immediately.
- (3) None.

The reporting person is a trustee of the Ingles Markets Investments/Profit Sharing Plan (the "Plan"). The reporting person disclaims beneficial ownership of the reported securities except to the extent of his or her pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose except to the extent of his or her pecuniary interest therein.

(5) The reporting person disclaims beneficial ownership of these shares.

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.

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