**INGLE ROBERT P** 

Form 4

December 23, 2008

## FORM 4

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

OMB APPROVAL
OMB

Washington, D.C. 20549

Number:
Expires:

3235-0287 January 31,

if no longer subject to Section 16.
Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

Check this box

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 Addi INGLE ROBE	_	ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol INGLES MARKETS INC [IMKTA]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
			(Month/Day/Year)	X Director 10% Owner			
2913 US HIGHWAY 70 WEST			12/19/2008	X Officer (give titleX Other (specify below)  CEO / Profit Sharing Plan Trustee			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line)			
			Filed(Month/Day/Year)				
BLACK MOUNTAIN, NC 28711				_X_ 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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Form: Direct Beneficial Code Beneficially (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Class A Common S D 12/19/2008 200 191,877 D 16.98 Stock Class A Common 12/19/2008 S 1.676 D \$ 17 190,201 D Stock Class A Common 12/19/2008 S 2,000 188,201 D Stock Class A 12/19/2008 S D 2,000 D \$ 17.1 186,201 Common

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Stock								
Class A Common Stock	12/19/2008	S	2,000	D	\$ 17.1	184,201	D	
Class A Common Stock	12/19/2008	S	464	D	\$ 17.13	183,737	D	
Class A Common Stock	12/19/2008	S	2,000	D	\$ 17.15	181,737	D	
Class A Common Stock	12/19/2008	S	2,000	D	\$ 17.16	179,737	D	
Class A Common Stock	12/19/2008	S	2,000	D	\$ 17.26	177,737	D	
Class A Common Stock	12/19/2008	S	300	D	\$ 17.27	177,437	D	
Class A Common Stock	12/19/2008	S	2,000	D	\$ 17.31	175,437	D	
Class A Common Stock	12/19/2008	S	2,000	D	\$ 17.32	173,437	D	
Class A Common Stock	12/19/2008	S	1,100	D	\$ 17.34	172,337	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 Derivative		3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	
Security (Instr. 3)	or Exercise Price of	(	any (Month/Day/Year)	Code (Instr. 8)	of Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)

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	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
		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	<u>(1)</u>
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

\*\*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).

12/23/2008

- (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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