## Edgar Filing: FREDS INC - Form 4

FREDS INC										
Form 4										
March 20, 20	14									
FORM	4								PPROVAL	
. •	• UNITED S	TATES SECUI Wa	RITIES A shington,			NGE (	COMMISSION	OMB Number:	3235-0287	
Check this	s box	, via	sinigton,	D.C. 20.	J- <b>T</b> /				January 31,	
if no longer subject to Section 16.			CHANGES IN BENEFICIAL OWNER SECURITIES				NERSHIP OF	Expires:	2005	
									Estimated average burden hours per	
Form 4 or	Form 4 or								response 0.5	
Form 5 obligation	·	uant to Section 1				-				
may conti		) of the Public U	•	•	- ·			n		
See Instru	ction	30(h) of the Ir	ivestment	Compan	y Act	t of 194	40			
1(b).										
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <sup>*</sup> 2. Issuer Name and Ticker of				Ticker or '					son(s) to	
•			Symbol FREDS INC [FRED]				Issuer (Check all applicable)			
			onth/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify			
4300 NEW (	GETWELL ROA	D 03/18/2	.014				below)	below)	er (specify	
			endment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line)				
			d(Month/Day/Year)							
							_X_ Form filed by ( Form filed by N	One Reporting Pe Aore than One Re		
MEMPHIS,	TN 38118						Person		.r8	
(City)	(State) (	Zip) Tab	le I - Non-D	erivative S	Securi	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) Execution					Securities	Form: Direct			
(Instr. 3)		any (Month/Day/Year)	Code (D) (Year) (Instr. 8) (Instr. 3, 4 and 5)				-		Beneficial Ownership	
		(Wondin Day) Fear)			(mou. 0) (mou. 3, 4 and 3)			(Instr. 4)	(Instr. 4)	
					(A)		Following Reported			
					or		Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(instr. 5 und 1)			
Class A Common	03/18/2014		М	3,000	٨	\$	22,294	D		
Stock	03/18/2014		IVI	(1)	А	11.5	22,294	D		
STOCK										

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date ss (Month/Day/Year) d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option on Class A Common stock	\$ 11.5	03/18/2014	М	3,000 (1)	03/26/2010	03/26/2014(1)	Class A Common Stock	3,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director 10% Owner		Officer	Other			
EISENMAN JACK 4300 NEW GETWELL ROAD MEMPHIS, TN 38118	Х						
Signatures							
Jerry Shore by power of attorney	03/	20/2014					
**Signature of Reporting Person		Date					
Explanation of Responses:							

## 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) Exercised option to purchase 3,000 Class A Common shares for 11.50 on 03/18/2014. The stock option grant was received on 03/26/2009 and had an expiration date of 03/26/2014.

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.