

INGLES MARKETS INC

Form 4/A

March 08, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
INGLES MARKETS INC
INVESTMENT/PROFIT SHARING
PLAN TRUST

(Last) (First) (Middle)

2913 US HIGHWAY 70 WEST

(Street)

BLACK MOUNTAIN, NC 28711

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INGLES MARKETS INC [IMKTA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/03/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/07/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	03/03/2006		S		1,576 D \$ 16.2	38,202	D
Class A Common Stock	03/03/2006		S		1,015 D \$ 16.21	37,187	D
Class A Common Stock	03/03/2006		S		4,441 D \$ 16.22	32,746	D
Class A Common	03/03/2006		S		1,173 D \$ 16.23	31,573	D

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Stock

Class A Common Stock	03/03/2006	S	157	D	\$ 16.24	31,416	D
Class A Common Stock	03/03/2006	S	5,100	D	\$ 16.25	26,316	D
Class A Common Stock	03/03/2006	S	1,400	D	\$ 16.26	24,916	D
Class A Common Stock	03/03/2006	S	230	D	\$ 16.27	24,686	D
Class A Common Stock	03/03/2006	S	2,038	D	\$ 16.28	22,648	D
Class A Common Stock	03/03/2006	S	100	D	\$ 16.29	22,548	D
Class A Common Stock	03/03/2006	S	403	D	\$ 16.4	22,145	D
Class A Common Stock	03/03/2006	S	200	D	\$ 16.41	21,945	D
Class A Common Stock	03/03/2006	S	100	D	\$ 16.42	21,845	D

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

INGLES MARKETS INC INVESTMENT/PROFIT SHARING PLAN TRUST
2913 US HIGHWAY 70 WEST
BLACK MOUNTAIN, NC 28711

X

Signatures

James W.
Lanning 03/08/2006

__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).

Remarks:

This amended Form 4 is filed to correctly identify that ownership of the shares reported as sold is direct by the Trust. The For

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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