

INGLES MARKETS INC
 Form 5
 November 10, 2015

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
INGLE ROBERT P II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2913 US HIGHWAY 70 WEST
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/26/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

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

6. Individual or Joint/Group Reporting (check applicable line)

BLACK MOUNTAIN, NC 28711

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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Amount Price			
Class A Common Stock	09/10/2014	Â	M4	19,500 A \$ 0	133,832 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	09/11/2014	Â	S4	5,000 D \$ 26.0078 ⁽³⁾	128,832 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
	12/09/2014	Â	M4	13,100 A \$ 0	141,932 ⁽¹⁾	I	

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Class A Common Stock									By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	12/11/2014	Â	S4	14,500	D	\$ 31.1411 ⁽⁴⁾	127,432 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	12/19/2014	Â	S4	1,000	D	\$ 34.86	126,432 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	12/22/2014	Â	S4	12,100	D	\$ 34.1647 ⁽⁵⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	02/18/2015	Â	M4	40,000	A	\$ 0	154,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	02/27/2015	Â	S4	10,300	D	\$ 44.1265 ⁽⁶⁾	144,032 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/02/2015	Â	S4	29,700	D	\$ 44.7041 ⁽⁷⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/16/2015	Â	M4	4,500	A	\$ 0	118,832 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	03/16/2015	Â	S4	4,500	D	\$ 50.5688 ⁽⁸⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	05/08/2015	Â	M4	5,000	A	\$ 0	119,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	05/08/2015	Â	S4	5,000	D	\$ 42.2524 ⁽⁹⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
	06/15/2015	Â	M4	27,000	A	\$ 0	141,332 ⁽¹⁾	I	

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Class A Common Stock									By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/15/2015	Â	S4	556	D	\$ 49.5	140,776 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/18/2015	Â	S4	21,900	D	\$ 49.5096 ⁽¹⁰⁾	118,876 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/23/2015	Â	M4	16,500	A	\$ 0	135,376 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	06/23/2015	Â	S4	21,044	D	\$ 48.4335 ⁽¹¹⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	08/06/2015	Â	M4	4,000	A	\$ 0	118,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾
Class A Common Stock	08/14/2015	Â	S4	4,000	D	\$ 52.7718 ⁽¹²⁾	114,332 ⁽¹⁾	I	By Profit Sharing Plan Trust ⁽²⁾

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.

SEC 2270
(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) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common	Â	09/10/2014	Â	M4	Â	19,500	Â ⁽¹³⁾	Â ⁽¹³⁾	Class A Common	19,500

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Stock

Stock

Class B Common Stock	12/09/2014	M4	13,100	(13)	(13)	Class A Common Stock	13,100
Class B Common Stock	02/18/2015	M4	40,000	(13)	(13)	Class A Common Stock	40,000
Class B Common Stock	03/16/2015	M4	4,500	(13)	(13)	Class A Common Stock	4,500
Class B Common Stock	05/08/2015	M4	5,000	(13)	(13)	Class A Common Stock	5,000
Class B Common Stock	06/15/2015	M4	27,000	(13)	(13)	Class A Common Stock	27,000
Class B Common Stock	06/23/2015	M4	16,500	(13)	(13)	Class A Common Stock	16,500
Class B Common Stock	08/06/2015	M4	4,000	(13)	(13)	Class A Common Stock	4,000
Class B Common Stock				(13)	(13)	Class A Common Stock	3,337,53
Class B Common Stock				(13)	(13)	Class A Common Stock	2,131,11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGLE ROBERT P II 2913 US HIGHWAY 70 WEST BLACK MOUNTAIN, NC 28711	X	X	Chairman & CEO	

Signatures

Ronald B. Freeman, as
attorney-in-fact

11/09/2015

__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) The shares held by The Profit Sharing Plan Trust fluctuate daily based on individual participant investment choices.
- The shares are held by Ingles Markets Inc. Investment/Profit Sharing Plan Trust (the "Profit Sharing Plan Trust"), of which the reporting person was appointed a trustee on May 10, 2011. The reporting person shares voting and dispositive power with the two other trustees of the Profit Sharing Plan Trust with respect to such shares.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.00 to \$26.0403, inclusive. The reporting person undertakes to provide to Ingles Markets Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.0042 to \$31.3354, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.0378 to \$34.3267, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.1208 to \$44.1479, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.50 to \$45.2463, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.54 to \$50.7625, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.0401 to \$42.655, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.50 to \$49.645, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.40 to \$48.55, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.75 to \$52.94, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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(13) Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date.

The shares are held by Robert P. Ingle, Sr. Administrative Trust UTA Robert Pierce Ingle Living Trust dated December 24, 2010 (the "Marital Trust"), which was created by Robert P. Ingle, Sr. for estate planning purposes on December 24, 2010. The reporting person is the sole trustee of the Marital Trust with sole voting and dispositive power with respect to such shares.

(15) The shares are held by Laura Anne Laxton Ingle 2011 Irrevocable Trust dated September 8, 2011 (the "Laura Ingle Trust"), which was created by Laura Ingle for estate planning purposes on September 8, 2011. The reporting person is the sole trustee of the Laura Ingle Trust with sole voting and dispositive power with respect to such shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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. . (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER CATO CORP-CL A

----- ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 8100 DENMARK ROAD CHARLOTTE NC 28273-5975

----- ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS PRIVATE BANK LIMITED ----- ITEM

2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 59/60 Grosvenor Street London, W1X 9DA England ----- ITEM 2(C).

CITIZENSHIP England ----- ITEM 2(D). TITLE OF CLASS OF SECURITIES CLASS A ----- ITEM 2(E).

CUSIP NUMBER 149205106 ----- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 4. OWNERSHIP Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. (a) Amount Beneficially Owned: 1,316,706 ----- (b) Percent of Class: 6.58%

----- (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote 1,148,380 ----- (ii) shared power to vote or to direct the vote - ----- (iii) sole power to dispose or to direct the disposition of 1,148,380 ----- (iv) shared power to dispose or to direct the disposition of - ----- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. // ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above. ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY Not applicable ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable ITEM 9. NOTICE OF DISSOLUTION OF GROUP Not applicable ITEM 10.

CERTIFICATION (a) The following certification shall be included if the statement is filed pursuant to section

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240.13d-1(b): By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. (b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c): By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect. SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. February 13, 2004 ----- Date
----- Signature Nancy Yeung Manager of Global Accounting
----- Name/Title