

INGLES MARKETS INC
 Form 4
 September 12, 2008

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LANNING JAMES W

(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)
09/10/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President / Profit Sharing Plan Trustee

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price			
Class A Common Stock	09/10/2008		J ⁽¹⁾		1,000	D	\$ 25.285	966,765	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/10/2008		J ⁽¹⁾		1,500	D	\$ 25.362	965,265	I	Employee Benefit Plan Trustee ⁽¹⁾
Class A Common Stock	09/10/2008		J ⁽¹⁾		1,500	D	\$ 25.5227	963,765	I	Employee Benefit Plan Trustee ⁽¹⁾

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Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,097	D	\$ 25.547	962,668	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,100	D	\$ 25.6227	961,568	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,000	D	\$ 25.6339	960,568	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,500	D	\$ 25.6367	959,068	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,000	D	\$ 25.641	958,068	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,500	D	\$ 25.6555	956,568	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,303	D	\$ 25.6859	955,265	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	2,000	D	\$ 25.749	953,265	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,300	D	\$ 25.7999	951,965	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,500	D	\$ 25.8293	950,465	I	Employee Benefit Plan Trustee <u>(1)</u>
Class A Common Stock	09/10/2008	<u>J⁽¹⁾</u>	1,000	D	\$ 25.8339	949,465	I	Employee Benefit Plan Trustee <u>(1)</u>
	09/10/2008	<u>J⁽¹⁾</u>	1,500	D		947,965	I	

Class A Common Stock <u>(2)</u>	\$ 25.8393	Employee Benefit Plan Trustee <u>(1)</u>
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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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						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
LANNING JAMES W 2913 US HIGHWAY 70 WEST BLACK MOUNTAIN, NC 28711	X		President	Profit Sharing Plan Trustee

Signatures

/s/ James
Lanning 09/12/2008

**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) The reported transactions constitute sales of Class A Common Stock to meet the liquidity needs of the Ingles Markets Investment/Profit Sharing Plan (the "Plan") for making distributions to Plan participants. The number of shares reported as sold and as beneficially owned

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reflect the total number of shares sold or owned by the Plan for the benefit of all Plan participants. The reporting person is a trustee of 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.

(2) Mr. Lanning directly held 8,250 shares of Class A Common Stock on September 10, 2008.

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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