

LANNING JAMES W

Form 4

December 23, 2005

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 *
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)
12/21/2005

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 | (A) or (D) | Price | | | |
| Class A Common Stock | 12/21/2005 | | J ⁽¹⁾ | | 502 | D | \$ 15.98 | 30,176 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/21/2005 | | J ⁽¹⁾ | | 300 | D | \$ 15.99 | 29,876 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/21/2005 | | J ⁽¹⁾ | | 2,100 | D | \$ 16 | 27,776 | I | By Employee Benefit Plan Trust |

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| | | | | | | | | |
|----------------------------|------------|-------------|-------|---|-------------|--------|---|-----------------------------------------|
| Class A Common Stock | 12/21/2005 | <u>J(1)</u> | 700 | D | \$ 16.01 | 27,076 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/21/2005 | <u>J(1)</u> | 800 | D | \$ 16.02 | 26,276 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/21/2005 | <u>J(1)</u> | 1,900 | D | \$ 16.03 | 24,376 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/21/2005 | <u>J(1)</u> | 1,100 | D | \$ 16.04 | 23,276 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/21/2005 | <u>J(1)</u> | 998 | D | \$ 16.05 | 22,278 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 524 | D | \$ 15.93 | 21,754 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 4,200 | D | \$ 15.94 | 17,554 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 1,500 | D | \$ 15.95 | 16,054 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 200 | D | \$ 15.96 | 15,854 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 300 | D | \$ 15.97 | 15,554 | I | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 100 | D | \$ 15.98 | 15,454 | I | By Employee Benefit Plan Trust |
| | 12/22/2005 | <u>J(1)</u> | 900 | D | | 14,554 | I | |

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| | | | | | | | | | |
|----------------------------|------------|-------------|-------|---|-------------|-------------|---|--|-----------------------------------------|
| Class A Common Stock | | | | | | \$ 15.99 | | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 1,500 | D | \$ 16 | 13,054 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 200 | D | \$ 16.01 | 12,854 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 500 | D | \$ 16.02 | 12,354 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 400 | D | \$ 16.03 | 11,954 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 200 | D | \$ 16.04 | 11,754 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 100 | D | \$ 16.06 | 11,654 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 400 | D | \$ 16.1 | 11,254 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 1,776 | D | \$ 16.11 | 9,478 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 6,700 | D | \$ 16.15 | 2,778 | I | | By Employee Benefit Plan Trust |
| Class A Common Stock | 12/22/2005 | <u>J(1)</u> | 500 | D | \$ 16.16 | 2,278 | I | | By Employee Benefit Plan Trust |
| | | | | | | 6,250 | D | | |

Class A
Common
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.

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) (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 Repor Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

James W.
Lanning 12/23/2005

__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"). The number of shares reported as sold and as beneficially owned 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

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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.

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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