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FREDS INC									
Form 4 December 02, 2016									
								PPROVA	L
Washington, D.C. 20549								3235-0287	
Check this box if no longer				Expires:	Janua	y 31, 2005			
subject to Section 16. Form 4 or	RITIES		WNERSHIP OI	Estimated burden hou response	Estimated average burden hours per response 0				
obligations F	tion $17(a)$ of the		Jtility Hol	ding Con	npany Act	nge Act of 1934 of 1935 or Secti 940			
(Print or Type Responses)									
1. Name and Address of R McCord Clarke	Symbol	er Name and S INC [FR		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Date of Earliest Transaction					(Check all applicable)				
4300 NEW GETWEI	(Month/	(Month/Day/Year) 11/30/2016			Director 10% Owner X Officer (give title Other (specify below) VP				
(Street) MEMPHIS, TN 3811		4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
						Person			
(City) (State)	(Zip)	Tal	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owne	đ
1.Title of 2. Transact Security (Month/Da (Instr. 3)	any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficia Ownersh (Instr. 4)	ıl
Reminder: Report on a sep	parate line for each	n class of sec	eurities benef	Person inform require	ns who res ation cont ed to respo ys a curre	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Da	y/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options on Class A Common Stock (1)	\$ 9.99	11/30/2016 <u>(1)</u>		A <u>(1)</u>		5,000		11/30/2017 <u>(1)</u>	11/30/2023	Class A Common Stock	5,000

Reporting Owners

******Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
, e e	Director	10% Owner	Officer	Other			
McCord Clarke 4300 NEW GETWELL ROAD MEMPHIS, TN 38118			VP				
Signatures							
Jerry Shore by power of attorney	12/	02/2016					

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Granted options which vest 20% per year on the anniversary of the grant date.

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.