

Edgar Filing: HAYES MICHAEL - Form 144

HAYES MICHAEL
Form 144
August 29, 2008

UNITED STATES SEC USE ONLY
Washington, D.C. 20549

RULE 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

1(a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) SEC FILE NO.
Fred's Inc 62-0634010

1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE (e) TELEPHONE NO.
4300 New Getwell Road (901) 238-2877
Memphis, TN 38118

2(a) NAME OF PERSON FOR WHOSE (b) SOCIAL SECURITY (c) RELATIONSHIP
ACCOUNT THE SECURITIES NO. OR IRS IDENT. TO ISSUER
ARE TO BE SOLD NO.

Hayes, Michael Director

(d) ADDRESS STREET CITY ZIP CODE
4300 New Getwell Road
Memphis, TN, 38118

INSTRUCTION: The person filing this notice should contact the issuer to obtain
the I.R.S. Identification Number and the SEC File Number.

3(a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)
Title of the Class of Securities to be Sold	Name and Address of Each Broker Through Whome the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	Broker-Dealer File Number	Number of Shares or Other Units to be Sold (See instr. 3(c))	Aggregate Market Value (See instr. 3(d))	Number of Shares or Other Units Outstanding (See instr. 3(e))	
Class A common	Morgan Stanley 320 Post Road West Westport, CT 06880		50000	702500	39962902	0
Class A Common	Merrill Lynch West 115		20000	281000	39962902	0

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Century Rd
 Paramus,
 NJ 07652

Class A common	Morgan Stanley 320 Post Road West Westport, CT 06880	20000	281000	39962902	0
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TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	D P
Class A common	03/12/97	Convertible debenture bond, 1992	Fred's, Inc.	50000	03
Class A Commo	03/12/97	gift to wife, 1992	Michael Hayes 03/02/1992	20000	03
Class A common	10/03/01	transfer to Memphis Retail	Michael Hayes	20000	10

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities	Gros Proc
Class A Common		06/05/08	7000	90370
Class A common		06/30/08	1753	19704
Class A Common		07/25/08	250	3213

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to sales by all persons whose sales are required by paragraph

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(e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which have not been publicly disclosed.

Fred's, Inc.

Date: 08/29/2008

/s/ Anita Ryan by power of attorney
Name: Anita Ryan by power of attorney
Title: Treasurer

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).