

Tyler Roger

Form 3

December 27, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Tyler Roger

(Last)

(First)

(Middle)

4300 NEW GETWELL

(Street)

MEMPHIS,Â TNÂ 38118

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/27/2004

3. Issuer Name **and** Ticker or Trading Symbol
FREDS INC [FRED]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Vice President

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

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Option on Common Stock	Â <u>(1)</u>	11/18/2007	Common Stock	3,750	\$ 16.9	D	Â
Option on Common Stock	Â <u>(2)</u>	11/18/2007	Common Stock	7,167	\$ 16.9	D	Â
Option on Common Stock	Â <u>(2)</u>	11/18/2007	Common Stock	333	\$ 16.9	D	Â
Option on Common Stock	Â <u>(3)</u>	09/11/2010	Common Stock	4,860	\$ 17.67	D	Â
Option on Common Stock	Â <u>(3)</u>	09/11/2010	Common Stock	540	\$ 17.67	D	Â
Option on Common Stock	Â <u>(3)</u>	09/19/2010	Common Stock	1,215	\$ 20.6	D	Â
Option on Common Stock	Â <u>(3)</u>	09/19/2010	Common Stock	135	\$ 20.6	D	Â
Option on Common Stock	Â <u>(4)</u>	09/08/2011	Common Stock	1,500	\$ 14.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tyler Roger 4300 NEW GETWELL MEMPHIS, TN 38118	Â	Â	Â Vice President	Â

Signatures

/s/ Roger Tyler 12/27/2004

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This stock option vests immediately.
- (2) This option vests 1/3 on 11/18/03, 1/3 on 11/18/04 and 1/3 on 11/18/05.
- (3) This option vests 10% on 08/20/04, 10% on 08/20/05, 10% on 08/20/06, 10% on 08/20/07 and 60% on 08/20/08.
- (4) This option vests 10% on 09/08/05, 10% on 09/08/06, 10% on 09/08/07, 10% on 09/08/08 and 60% on 09/08/09.

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.