

BIG 5 SPORTING GOODS CORP

Form 4

August 07, 2013

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 *
BROWN G MICHAEL

(Last) (First) (Middle)

**C/O BIG 5 SPORTING GOODS
CORPORATION, 2525 EAST EL
SEGUNDO BLVD**

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**BIG 5 SPORTING GOODS CORP
[BGFV]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/05/2013

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)

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 Ownership (Instr. 4)
Common Stock, par value \$.01	08/05/2013		M	1,500 A \$ 13	12,450	D	
Common Stock, par value \$.01	08/05/2013		M	750 A \$ 8.26	13,200	D	
Common Stock, par value \$.01	08/05/2013		S	2,250 D \$ 19.93 (1)	10,950	D	

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

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(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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 13	08/05/2013		M	1,500	(2) 06/09/2020	Common Stock, par value \$.01	1,500
Employee Stock Option (right to buy)	\$ 8.26	08/05/2013		M	750	(3) 06/14/2021	Common Stock, par value \$.01	750

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

BROWN G MICHAEL
C/O BIG 5 SPORTING GOODS CORPORATION
2525 EAST EL SEGUNDO BLVD
EL SEGUNDO, CA 90245

X

Signatures

GARY S. MEADE,
ATTORNEY-IN-FACT

08/07/2013

**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).

Represents the weighted average sale price for multiple transactions at prices ranging from \$19.92 to \$19.93 per share. The undersigned
(1) undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

This option vests in four equal annual installments, with the first three vestings having occurred on June 9, 2011, June 9, 2012, and June
(2) 9, 2013. The subsequent vesting date is June 9, 2014. The exercise of this option with respect to 1,500 previously vested shares is being reported herein.

This option vests in four equal annual installments, with the first two vestings having occurred on June 14, 2012, and June 14, 2013. The
(3) subsequent vesting dates are June 14, 2014 and June 14, 2015. The exercise of this option with respect to 750 previously vested shares is being reported herein.

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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