

SMITH GARY ALLEN

Form 4

July 11, 2012

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 *
SMITH GARY ALLEN

(Last) (First) (Middle)

451 INDUSTRIAL LANE

(Street)

BIRMINGHAM, AL 35211

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

HIBBETT SPORTS INC [HIBB]

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

07/09/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Retired CFO & Senior VP

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---|---|---|--------------------------------------|--|--|--|---|
| Common Stock, par value \$.01 per share ⁽¹⁾ | 07/09/2012 | | M | 10,250 A | \$ 0 (2) | 41,602 | D |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 07/09/2012 | | F | 3,178 D | \$ 0 (2) | 38,424 | D |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 07/09/2012 | | M | 11,500 A | \$ 0 (2) | 49,924 | D |

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| | | | | | | | |
|---|------------|---|-------|---|-------------------------------|--------|---|
| Common Stock, par value \$.01 per share ⁽¹⁾ | 07/09/2012 | F | 3,565 | D | <u>\$ 0</u> ⁽²⁾ | 46,359 | D |
|---|------------|---|-------|---|-------------------------------|--------|---|

| | | | | | | | |
|---|------------|---|-------|---|-------------------------------|--------|---|
| Common Stock, par value \$.01 per share ⁽¹⁾ | 07/09/2012 | M | 6,000 | A | <u>\$ 0</u> ⁽²⁾ | 52,359 | D |
|---|------------|---|-------|---|-------------------------------|--------|---|

| | | | | | | | |
|---|------------|---|-------|---|-------------------------------|--------|---|
| Common Stock, par value \$.01 per share ⁽¹⁾ | 07/09/2012 | F | 1,860 | D | <u>\$ 0</u> ⁽²⁾ | 50,499 | D |
|---|------------|---|-------|---|-------------------------------|--------|---|

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.

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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) |
|---|--|---|---|--------------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit ⁽¹⁾ | \$ 0 ⁽²⁾ | 07/09/2012 | | M | 10,250 | 07/09/2012 ⁽¹⁾ ⁽¹⁾ | Common Stock 10,250 |
| Restricted Stock Unit ⁽¹⁾ | \$ 0 ⁽²⁾ | 07/09/2012 | | M | 11,500 | 07/09/2012 ⁽¹⁾ ⁽¹⁾ | Common Stock 11,500 |
| Restricted Stock Unit ⁽¹⁾ | \$ 0 ⁽²⁾ | 07/09/2012 | | M | 6,000 | 07/09/2012 ⁽¹⁾ ⁽¹⁾ | Common Stock 6,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

SMITH GARY ALLEN
451 INDUSTRIAL LANE
BIRMINGHAM, AL 35211

Retired CFO & Senior VP

Signatures

/s/ Gary A
Smith

07/11/2012

 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).

Performance-based RSU awards previously certified as achieved by the Registrant's Compensation Committee and filed on Form 4.

(1) According to the grant agreement, awards are subject to vesting provisions which accelerate upon retirement. Mr. Smith's retirement was effective July 8, 2012, triggering the release of the RSU award earned. There is no expiration date.

(2) Each RSU is the economic equivalent of one share of company common stock. The reporting person has settled the RSUs for stock.

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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