

HIBBETT SPORTS INC

Form 4

March 19, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEWSOME MICHAEL J

(Last) (First) (Middle)

2700 MILAN COURT

(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)
03/11/2015

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ⁽¹⁾	03/13/2015		M	5,700 A	\$ 0 ₍₂₎ 50,411	D	
Common Stock, par value \$0.01 per share	03/13/2015		F	2,011 D	\$ 0 48,400	D	

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

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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 <u>(1)</u>	\$ 0	03/13/2015		A		5,700		03/13/2015	<u>(1)</u>	Common Stock	5,700
Restricted Stock Unit <u>(1)</u>	\$ 0 <u>(2)</u>	03/13/2015		M		5,700		03/13/2015	<u>(1)</u>	Common Stock	5,700
Restricted Stock Units <u>(3)</u>	\$ 0	03/17/2015		A		2,971		<u>(3)</u>	<u>(4)</u>	Common Stock	2,971

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWSOME MICHAEL J 2700 MILAN COURT BIRMINGHAM, AL 35211	X			

Signatures

/s/ Michael J. Newsome 03/19/2015

 **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 award under Amended 2005 Equity Incentive Plan. Three year cliff vest from date of grant of 3/13/2012.

- (1) Performance certified achieved by Issuer's Compensation Committee on 3/11/2015. Reporting person has met retirement eligibility; the units have converted to common stock. There is no expiration date.
- (2) Each RSU is the economic equivalent of one share of Issuer's common stock. The reporting person has settled the RSUs for stock.

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- Annual equity award to Directors under the 2012 Non-Employee Director Equity Plan (NEDEP). Under the NEDEP, Directors can
- (3) choose form(s) of equity. Reporting person chose annual equity award in the form of restricted stock units to vest upon retirement from the Board of Directors.
 - (4) The Board of Directors of Issuer adopted an annual grant value to the Chairman of the Board of \$150,000. Grant based on Issuer stock price at date of grant of \$50.48. There is no expiration date.

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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