

BIG 5 SPORTING GOODS CORP

Form 4

June 09, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNBAR JENNIFER HOLDEN

(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)
12/13/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$.01	12/13/2013		A		52 ⁽¹⁾	A \$ 0 11,633	D
Common Stock, par value \$.01	03/21/2014		A		62 ⁽¹⁾	A \$ 0 11,695	D
Common Stock, par value \$.01	06/05/2014		A		3,000 ⁽²⁾	A \$ 0 14,695	D

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Common Stock, par value \$.01	19,143 ⁽³⁾	I	By the Lilac II Trust dated June 28, 2000
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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Director Stock Option (right to buy)	\$ 11.93	06/05/2014		A		3,000	⁽⁴⁾ 06/05/2024	Common Stock, par value \$.01 3,000

Reporting Owners

Relationships

Reporting Owner Name / Address

Director	10% Owner	Officer	Other
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DUNBAR JENNIFER HOLDEN
C/O BIG 5 SPORTING GOODS CORPORATION
2525 EAST EL SEGUNDO BLVD
EL SEGUNDO, CA 90245

X

Signatures

GARY S. MEADE,
ATTORNEY-IN-FACT

06/08/2014

 **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 shares as to which the reporting person acquired beneficial ownership as a result of automatic reinvestment of dividend accruals in respect of previously reported restricted stock units held by the reporting person pursuant to the issuer's Amended and Restated 2007 Equity and Performance Incentive Plan. These restricted stock units will vest on the same dates as the units in respect of which the dividends accrued. These accruals and reinvestments occur quarterly.
- (1) 3,000 restricted stock units were granted to the reporting person which vest in four equal annual installments, commencing on June 5, 2015. Vested shares will be delivered to the reporting person on the tenth business day of January following the year in which the reporting person's service as a director is terminated.
- (2) These shares are owned indirectly by the reporting person as Trustee of the Lilac II Trust.
- (3) The options vest in four equal annual installments, commencing on June 5, 2015.
- (4)

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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