

HIBBETT SPORTS INC

Form 4

March 18, 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 *
ROSENTHAL JEFFRY O

(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)

CEO and President

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)
Common Stock, par value \$0.01 per share ⁽²⁾	03/13/2015		M	4,850 A	\$ 0 (4) 59,986	D	
Common Stock, par value \$0.01 per share	03/13/2015		F	1,630 D	\$ 0 58,356	D	
Common Stock, par value \$0.01 per share ⁽³⁾	03/17/2015		M	15,800 A	\$ 0 (4) 74,156	D	

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Common
Stock, par
value \$0.01
per share

03/17/2015

F 5,270 D \$ 0 68,886 D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Unit (2)	\$ 0	03/11/2015		A		4,850		(2)	(2)	Common Stock	4,850
Restricted Stock Unit (1)	\$ 0 (4)	03/11/2015		A		4,800		(1)	(1)	Common Stock	4,800
Restricted Stock Unit (2)	\$ 0 (4)	03/13/2015		M		4,850		03/13/2015	(2)	Common Stock	4,850
Restricted Stock Unit (3)	\$ 0	03/17/2015		M		15,800		03/17/2015	(3)	Common Stock	15,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENTHAL JEFFRY O 2700 MILAN COURT BIRMINGHAM, AL 35211	X		CEO and President	

Signatures

/s/ Jeffry O
Rosenthal

03/18/2015

__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).
 - (1) Performance-based RSU award under Amended 2005 Equity Incentive Plan. Performance certified achieved by Issuer's Compensation Committee. Units convert to common stock on the fifth anniversary of the date of grant 3/18/2014. These shares do not expire; however, they will be forfeited if the service criteria is not met.
 - (2) Performance-based RSU award under Amended Equity Incentive Plan. Three year cliff vest from the date of grant upon achievement of performance criteria. Grant date 3/13/12. Performance certified achieved by Issuer's Compensation Committee. There is no expiration date.
 - (3) Performance-based RSU award under Amended Equity Incentive Plan. Five year cliff vest from the date of grant upon achievement of performance criteria. Grant date 3/17/10. Performance certified achieved by Issuer's Compensation Committee. There is no expiration date.
 - (4) Each RSU is the economic equivalent of one share of Issuer's 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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