

HIBBETT SPORTS INC

Form 4

March 19, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRYOR CATHY E

(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)
03/17/2014

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 below) ____ Other (specify below)

Senior VP of Operations

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 \$0.01 per share ⁽¹⁾	03/17/2014		M	5,775 A \$ 0 (3)	6,221	D	
Common Stock, par value \$0.01 per share	03/17/2014		F	1,908 D \$ 0	4,313	D	
Common Stock, par value \$0.01 per share ⁽²⁾	03/17/2014		M	9,700 A \$ 0 (3)	14,013	D	

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Common
Stock, par
value \$0.01
per share

03/17/2014

F 3,235 D \$ 0 10,778 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)	8. 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 <u>(3)</u>	03/17/2014		M	5,775	03/17/2014	<u>(1)</u>	Common Stock	5,775
Restricted Stock Unit (2)	\$ 0 <u>(3)</u>	03/17/2014		M	9,700	03/17/2014	<u>(2)</u>	Common Stock	9,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRYOR CATHY E 2700 MILAN COURT BIRMINGHAM, AL 35211	Senior VP of Operations

Signatures

/s/ Cathy E
Pryor

03/19/2014

**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).

(1) 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 3/16/2011. Performance criteria certified achieved by the Issuer's Compensation Committee. There is no expiration date.

(2) 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 3/17/2009. Performance criteria certified achieved by the Issuer's Compensation Committee. There is no expiration date.

(3) 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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