

EMERSON BARRY
Form 4
May 06, 2013

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 *
EMERSON BARRY

(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)
05/02/2013

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)
Senior VP, CFO & Treasurer

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	05/02/2013		M	20,000	A \$ 8.95 37,854	D	
Common Stock, par value \$.01	05/02/2013		S	20,000	D \$ 18.35 17,854	D	
Common Stock, par value \$.01	05/02/2013		S	375	D \$ 18.924 125 (1)	I	By family members (2)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.95	05/02/2013		M	20,000	<u>(3)</u> 03/03/2018	Common Stock, par value \$.01 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
EMERSON BARRY C/O BIG 5 SPORTING GOODS CORPORATION 2525 EAST EL SEGUNDO BLVD EL SEGUNDO, CA 90245	Director 10% Owner Officer Other Senior VP, CFO & Treasurer

Signatures

GARY S. MEADE,
ATTORNEY-IN-FACT

05/06/2013

**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 the weighted average sale price for multiple transactions at prices ranging from \$18.90 to \$18.96 per share. The undersigned
(1) undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Represents shares previously acquired from the reporting person by immediate family members who reside with the reporting person.
(2) Prior to this transaction, the number of shares held by such family members had increased to 500 (from the 400 previously reported) by virtue of the return of a family member to the household.

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(3) These options were granted on March 3, 2008, and vested in four equal installments, with the final vesting date being March 3, 2012.

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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