

BIG 5 SPORTING GOODS CORP  
 Form 4  
 June 09, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 DUNBAR JENNIFER HOLDEN

2. Issuer Name and Ticker or Trading Symbol  
 BIG 5 SPORTING GOODS CORP [BGFV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/13/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O BIG 5 SPORTING GOODS CORPORATION, 2525 EAST EL SEGUNDO BLVD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

EL SEGUNDO, CA 90245

(City) (State) (Zip)

**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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) |   |  |                                   |
| Common Stock, par value \$.01   | 12/13/2013                           |  | A                              |   | 52 <sup>(1)</sup>   | A          | \$ 0  | 11,633   | D                                 |
| Common Stock, par value \$.01   | 03/21/2014                           |  | A                              |   | 62 <sup>(1)</sup>   | A          | \$ 0  | 11,695   | D                                 |
| Common Stock, par value \$.01   | 06/05/2014                           |  | A                              |   | 3,000 <sup>(2)</sup>  | A          | \$ 0  | 14,695   | D                                 |

|                                     |                       |   |   |
|-------------------------------------|-----------------------|---|---|
| Common<br>Stock, par<br>value \$.01 | 19,143 <sup>(3)</sup> | I | By the<br>Lilac II<br>Trust dated<br>June 28,<br>2000 |
|-------------------------------------|-----------------------|---|---|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. F<br>Der<br>Sec<br>(In              |  |
|---|--|---|---|---|---|--|---|--|--|
|   |  |   |   |   |   | Date<br>Exercisable  | Expiration<br>Date  | Title                                  | Amount<br>or<br>Number<br>of<br>Shares |
|   |  |   |   |   |   | Code   | V   | (A)                                    | (D)                                    |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 11.93   | 06/05/2014                              |   | A                                       | 3,000   | <u>(4)</u>   | 06/05/2024  | Common<br>Stock, par<br>value<br>\$.01 | 3,000                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |              |         |       |
|---|---------------|--------------|---------|-------|
|   | Director      | 10%<br>Owner | Officer | Other |
| DUNBAR JENNIFER HOLDEN<br>C/O BIG 5 SPORTING GOODS CORPORATION<br>2525 EAST EL SEGUNDO BLVD<br>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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.