

ROSENTHAL JEFFRY O

Form 4

March 20, 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 *
ROSENTHAL JEFFRY O

2. Issuer Name **and** Ticker or Trading
Symbol

HIBBETT SPORTS INC [HIBB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

451 INDUSTRIAL LANE

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

03/17/2013

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

CEO and President

(Street)

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

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

BIRMINGHAM, AL 35211

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share ⁽¹⁾	03/17/2013		M	15,800 A	\$ 0 (3)	41,385	D
Common Stock, par value \$0.01 per share	03/17/2013		F	5,270 D	\$ 0	36,115	D
Common Stock, par value \$0.01 per share ⁽²⁾	03/18/2013		M	7,450 A	\$ 0 (3)	43,565	D

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Common
Stock, par
value \$0.01
per share

03/18/2013

F 3,573 D \$ 0 39,992 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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (1)	\$ 0 (3)	03/17/2013		M	15,800	03/17/2013	(1)	Common Stock	15,800
Restricted Stock Unit (2)	\$ 0 (3)	03/18/2013		M	7,450	03/18/2013	(2)	Common Stock	7,450

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROSENTHAL JEFFRY O 451 INDUSTRIAL LANE BIRMINGHAM, AL 35211	CEO and President

Signatures

/s/ Jeffry O
Rosenthal

03/20/2013

**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).

- (1) Performance-based RSU award under Amended 2005 Equity Incentive Plan. Three year cliff vest from date of grant upon achievement of performance criteria. Grant date 3/17/2010.; performance certified by the Issuer's Compensation Committee. There is no expiration date.
- (2) Performance-based RSU award under Amended 2005 Equity Incentive Plan. Five year cliff vest from date of grant upon achievement of performance criteria. Grant date 3/18/2008.; performance certified by the Issuer's Compensation Committee. There is no expiration date.
- (3) Each RSU is the economic equivalent of one share of the Issuer's common stock. the reporting person has settled the RSUs for common 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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