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HIBBETT SPORTING GOODS INC Form 4 February 24, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PRYOR CATHY E Issuer Symbol HIBBETT SPORTING GOODS INC (Check all applicable) [HIBB] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 450 LEXINGTON AVE, C/O 02/22/2006 VP of Operations **DAVIS POLK & WARDWELL** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting NEW YORK, NY 10017 Person (State) (Zip) (City) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) anv Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number6. Date Exercisable and Expiration7. Title and Amount
Underlying SecuriDerivativeConversion(Month/Day/Year)Execution Date, if
Execution Date, ifTransaction of DerivativeDateUnderlying Securi

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | |
|-------------------------------------------------------------------------------|---------------------------------------------------|------------|-------------------------|--------------------|----------------------------------------------------------------------------------|-----|-----------------------|-----------------------|---------------------|--------------------------------|
| | | | | Code V | 7 (A) (| (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Shar |
| Restricted Stock Units - 2005 Equity Incentive Plan (1) (2) | \$ 0 | 02/22/2006 | | A | 2,000 | | 02/22/2011 <u>(1)</u> | 02/22/2011 <u>(1)</u> | Common Stock (2) | 2,0 |
| Common Stock Units - 2005 Equity Incentive Plan (3) | \$ 30.98 | 02/22/2006 | | А | 9,200 | | 02/22/2007 <u>(3)</u> | 02/22/2014 | Common Stock | 9,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| PRYOR CATHY E 450 LEXINGTON AVE C/O DAVIS POLK & WARDWELL NEW YORK, NY 10017 | | | VP of Operations | | | | |

Signatures

/s/ Cathy E. 02/24/2006 Pryor **Signature of Date

Reporting Person

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) Restricted Stock Units under the 2005 Equity Incentive Plan cliff vest at 100% on the fifth anniversary of the grant date.
- (2) Restricted Stock Unit equals one share of Common Stock upon vest.
- Options granted under the 2005 Equity Incentive Plan vest over 4 years, in equal installments, beginning on the first anniversary of the (3) grant date.

Reporting Owners

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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.