

HIBBETT SPORTS INC  
Form 4  
March 18, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
PRYOR CATHY E

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)  
2700 MILAN COURT  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/11/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP of Operations

BIRMINGHAM, AL 35211

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

(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)	Price
Common Stock, par value \$0.01 per share <sup>(2)</sup>	03/13/2015		M		2,700	A	\$ 0 <sub>(4)</sub>
Common Stock, par value \$0.01 per share	03/13/2015		F		936	D	\$ 0
Common Stock, par value \$0.01 per share <sup>(3)</sup>	03/17/2015		M		10,900	A	\$ 0 <sub>(4)</sub>

Common  
 Stock, par  
 value \$0.01  
 per share

03/17/2015

F 3,636 D \$ 0 19,806 D

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.**

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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
Restricted Stock Unit <u>(2)</u>	\$ 0	03/11/2015		A	2,700	<u>(2)</u> <u>(2)</u>	Common Stock 2,700
Restricted Stock Unit <u>(1)</u>	\$ 0 <u>(4)</u>	03/11/2015		A	2,650	<u>(1)</u> <u>(1)</u>	Common Stock 2,650
Restricted Stock Unit <u>(2)</u>	\$ 0 <u>(4)</u>	03/13/2015		M	2,700	03/13/2015 <u>(2)</u>	Common Stock 2,700
Restricted Stock Unit <u>(3)</u>	\$ 0	03/17/2015		M	10,900	03/17/2015 <u>(3)</u>	Common Stock 10,900

## 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

03/18/2015

\_\_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. Performance certified achieved by Issuer's Compensation Committee. Units convert to common stock on the fifth anniversary of the date of grant 3/18/2014. These shares do not expire; however, they will be forfeited if the service criteria is not met.
  - (2) 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 3/13/12. Performance certified achieved by Issuer's Compensation Committee. There is no expiration date.
  - (3) 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 3/17/10. Performance certified achieved by Issuer's Compensation Committee. There is no expiration date.
  - (4) 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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