

BIG 5 SPORTING GOODS CORP
 Form 4
 June 10, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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)
 08/06/2010

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$.01 | 08/06/2010 | | G | 1,500 (1) | D \$ 0 | 12,750 | D |
| Common Stock, par value \$.01 | 08/15/2011 | | G | 2,250 (1) | D \$ 0 | 10,500 | D |
| Common Stock, par value \$.01 | 09/24/2012 | | G | 2,250 (1) | D \$ 0 | 8,250 | D |

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| | | | | | | | | |
|-------------------------------|---------------------------|---|-----------------------------|---|------|-----------------------|---|---|
| Common Stock, par value \$.01 | 09/15/2011 ⁽²⁾ | A | 247 ⁽²⁾ | A | \$ 0 | 8,497 | D | |
| Common Stock, par value \$.01 | 06/06/2013 | A | <u>3,000</u> ⁽³⁾ | A | \$ 0 | 11,497 | D | |
| Common Stock, par value \$.01 | | | | | | 19,143 ⁽⁴⁾ | I | By the Lilac II Trust dated June 28, 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 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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 20.29 | 06/06/2013 | | A | 3,000 | ⁽⁵⁾ 06/06/2023 | Common Stock, par value \$.01 | 3,000 |

Reporting Owners

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

EL SEGUNDO, CA 90245

Signatures

GARY S. MEADE,
ATTORNEY-IN-FACT

06/10/2013

__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) The reporting person gifted an aggregate of 6,000 shares to the the Lilac II Trust dated June 28, 2000, in three separate transactions on the dates shown. The reporting person is a trustee of the trust; accordingly, these gifts constitute a change in form of ownership.

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
- (2) 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 occurred quarterly following grant of the units, with the first such accrual date being the date reported herein.

3,000 restricted stock units were granted to the reporting person which vest in four equal annual installments, commencing on June 6,
- (3) 2014. 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.
- (4) These shares are owned indirectly by the reporting person as Trustee of the Lilac II Trust.
- (5) The options vest in four equal annual installments, commencing on June 6, 2014.

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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