

HIBBETT SPORTS INC
Form 4
March 19, 2014

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

(Last) (First) (Middle)
2700 MILAN COURT
(Street)

BIRMINGHAM, AL 35211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HIBBETT SPORTS INC [HIBB]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior VP of Operations

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

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 ⁽¹⁾ | 03/17/2014 | | M | | 5,775 A \$ 0 (3) | 6,221 | D |
| Common Stock, par value \$0.01 per share | 03/17/2014 | | F | | 1,908 D \$ 0 | 4,313 | D |
| Common Stock, par value \$0.01 per share ⁽²⁾ | 03/17/2014 | | M | | 9,700 A \$ 0 (3) | 14,013 | D |

Common
 Stock, par
 value \$0.01 03/17/2014 F 3,235 D \$ 0 10,778 D
 per share

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit <u>(1)</u> | \$ 0 ⁽³⁾ | 03/17/2014 | | M | 5,775 | 03/17/2014 <u>(1)</u> | Common Stock | 5,775 |
| Restricted Stock Unit <u>(2)</u> | \$ 0 ⁽³⁾ | 03/17/2014 | | M | 9,700 | 03/17/2014 <u>(2)</u> | Common Stock | 9,700 |

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 03/19/2014

**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).

(1) 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 3/16/2011. Performance criteria certified achieved by the Issuer's Compensation Committee. There is no expiration date.

(2) 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 3/17/2009. Performance criteria certified achieved by the Issuer's Compensation Committee. There is no expiration date.

(3) 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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