

EMERSON BARRY
Form 4
May 29, 2013

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 *
EMERSON BARRY

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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior VP, CFO & Treasurer

(Last) (First) (Middle)

C/O BIG 5 SPORTING GOODS CORPORATION, 2525 EAST EL SEGUNDO BLVD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 | 05/28/2013 | | M | | 6,000 | A | \$ 4.82 |
| | | | | | 23,854 | | |
| Common Stock, par value \$.01 | 05/28/2013 | | S | | 3,000 | D | \$ 21 |
| | | | | | 20,854 | | |
| Common Stock, par value \$.01 | 05/28/2013 | | S | | 3,000 | D | \$ 21.25 |
| | | | | | 17,854 | | |

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| | | | |
|-------------------------------------|-----|---|------------------------------------|
| Common Stock, par value \$.01 | 125 | I | By family members <u>(1)</u> |
|-------------------------------------|-----|---|------------------------------------|

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 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 |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Employee Stock Option (right to buy) | \$ 4.82 | 05/28/2013 | | M | 6,000 | <u>(2)</u> 03/02/2019 | Common Stock, par value \$.01 | 6,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EMERSON BARRY
C/O BIG 5 SPORTING GOODS CORPORATION
2525 EAST EL SEGUNDO BLVD
EL SEGUNDO, CA 90245

Senior VP, CFO & Treasurer

Signatures

GARY S. MEADE,
ATTORNEY-IN-FACT

05/29/2013

 **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) Represents shares previously acquired from the reporting person by immediate family members who reside with the reporting person.

(2) These options were granted on March 2, 2009, and vested in four equal installments, with the final vesting date being March 2, 2013.

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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