

SMITH GARY ALLEN
Form 4
July 11, 2012

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 *
SMITH GARY ALLEN

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)
451 INDUSTRIAL LANE

3. Date of Earliest Transaction (Month/Day/Year)
07/09/2012

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

Retired CFO & Senior VP

(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

BIRMINGHAM, AL 35211

(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 per share ⁽¹⁾	07/09/2012		M		10,250	A	\$ 0 ₍₂₎
Common Stock, par value \$.01 per share ⁽¹⁾	07/09/2012		F		3,178	D	\$ 0 ₍₂₎
Common Stock, par value \$.01 per share ⁽¹⁾	07/09/2012		M		11,500	A	\$ 0 ₍₂₎

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Common Stock, par value \$.01 per share ⁽¹⁾	07/09/2012	F	3,565	D	<u>\$ 0</u> ⁽²⁾	46,359	D
Common Stock, par value \$.01 per share ⁽¹⁾	07/09/2012	M	6,000	A	<u>\$ 0</u> ⁽²⁾	52,359	D
Common Stock, par value \$.01 per share ⁽¹⁾	07/09/2012	F	1,860	D	<u>\$ 0</u> ⁽²⁾	50,499	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 ⁽¹⁾	\$ 0 ⁽²⁾	07/09/2012		M	10,250	07/09/2012 ⁽¹⁾ ⁽¹⁾	Common Stock	10,250
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽²⁾	07/09/2012		M	11,500	07/09/2012 ⁽¹⁾ ⁽¹⁾	Common Stock	11,500
Restricted Stock Unit ⁽¹⁾	\$ 0 ⁽²⁾	07/09/2012		M	6,000	07/09/2012 ⁽¹⁾ ⁽¹⁾	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SMITH GARY ALLEN
451 INDUSTRIAL LANE
BIRMINGHAM, AL 35211

Retired CFO & Senior VP

Signatures

/s/ Gary A
Smith

07/11/2012

**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).

Performance-based RSU awards previously certified as achieved by the Registrant's Compensation Committee and filed on Form 4.

(1) According to the grant agreement, awards are subject to vesting provisions which accelerate upon retirement. Mr. Smith's retirement was effective July 8, 2012, triggering the release of the RSU award earned. There is no expiration date.

(2) Each RSU is the economic equivalent of one share of company 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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