

ROSENTHAL JEFFRY O
Form 4
March 30, 2011

FORM 4

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

OMB APPROVAL

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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 *
ROSENTHAL JEFFRY O

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2011

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

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 per share ⁽¹⁾ | 03/28/2011 | | M | 3,726 A | \$ 30.78 | 15,380 | D |
| Common Stock, par value \$.01 per share | 03/28/2011 | | F | 1,210 D | \$ 30.78 | 14,170 | 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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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>(1)</u> | \$ 0 <u>(2)</u> | 03/28/2011 | | M | | 3,726 | <u>(1)</u> <u>(1)</u> | Common Stock | 3,726 |
| Restricted Stock Unit <u>(3)</u> | \$ 0 | 03/28/2011 | | A | | 15,800 | <u>(3)</u> <u>(4)</u> | Common Stock | 15,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSENTHAL JEFFRY O 451 INDUSTRIAL LANE BIRMINGHAM, AL 35211 | | | CEO and President | |

Signatures

/s/ Jeffry O.
Rosenthal

03/30/2011

**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. Three year cliff vesting from date of grant upon achievement of performance criteria. Grant date 3/18/2008; vest date 3/18/2011; performance certified achieved by Compensation Committee on 3/28/2011. No expiration date as service and performance criteria have been achieved. Price of securities is equivalent to the closing price as of the vest date.
- (2) Each RSU is the economic equivalent of one share of company common stock. The reporting person has settled the RSUs for stock.
- (3) Performance-based RSU award under Amended 2005 Equity Incentive Plan. Five year cliff vesting from date of grant upon achievement of performance criteria. Grant date 3/17/2010; performance certified achieved by Compensation Committee on 3/28/2011.
- (4)

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These shares do not expire; however, they will be forfeited if the service criteria is not met; cliff vest at 100% on the fifth anniversary of the date of grant of 3/17/2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.