BOOKS A MILLION INC
Form 4
July 17, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Terry C. Anderson 2012 GRAT

(Last) (First) (Middle)

402 INDUSTRIAL LANE

(Street)

BIRMINGHAM, AL 35211

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BOOKS A MILLION INC [BAMM]

3. Date of Earliest Transaction (Month/Day/Year)
07/13/2012

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) __X__ Other (specify below)
See remarks below.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.01 par value per share	07/13/2012		J		374,740	D (1)	$ 3.16 (2)	0	D	

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Terry C. Anderson 2012 GRAT 402 INDUSTRIAL LANE BIRMINGHAM, AL 35211				See remarks below.

Signatures

/s/ Martin R. Abroms, by Power of Attorney	07/17/2012
**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).

(1) On July 13, 2012, Terrence C. Anderson, as settlor of the Terry C. Anderson 2012 GRAT (the "GRAT"), received from the GRAT 374,740 shares of the Common Stock, par value $0.01 per share (the "Common Stock"), of the Issuer, which shares had previously been transferred by Mr. Anderson to the GRAT, in exchange for assets of equal value. As a result, these 374,740 shares of the Common Stock are now beneficially directly owned by Mr. Anderson. Currently, the GRAT beneficially owns none of the Common Stock.

(2) For purposes of the transaction described herein, the price was determined by calculating the average of the high ($3.19) and low ($3.13) trading prices on July 13, 2012, the effective day of the transaction.

Remarks:

The reporting person may be deemed to be a member of a "group" (within the meaning of Section 13(d)(3) of the Securities Ex

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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