

Clark Boyd O
Form 4
November 09, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark Boyd O

(Last) (First) (Middle)

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

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BIG 5 SPORTING GOODS CORP
[BGFV]

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

11/07/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior VP, Buying

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, par value \$.01	11/07/2012		M		2,500	A	\$ 8.95	42,807	D	
Common Stock, par value \$.01	11/07/2012		M		6,000	A	\$ 4.82	48,807	D	
Common Stock, par value \$.01	11/07/2012		M		5,000	A	\$ 7.63	53,807	D	

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Common
Stock, par value \$.01 11/07/2012 S 13,500 D \$
13.66 40,307 D
(1)

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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 8.95	11/07/2012		M	2,500	<u>(2)</u> 03/03/2018	Common Stock, par value \$.01	2,500
Employee Stock Option (right to buy)	\$ 4.82	11/07/2012		M	6,000	<u>(3)</u> 03/02/2019	Common Stock, par value \$.01	6,000
Employee Stock Option (right to buy)	\$ 7.63	11/07/2012		M	5,000	<u>(4)</u> 08/04/2021	Common Stock, par value \$.01	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Clark Boyd O C/O BIG 5 SPORTING GOODS CORPORATION	Director 10% Owner Officer Other Senior VP,

2525 EAST EL SEGUNDO BLVD
EL SEGUNDO, CA 90245

Buying

Signatures

GARY S.
MEADE

11/08/2012

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).

Represents the weighted average sale price for multiple transactions at prices ranging from \$13.64 to \$13.67 per share. The undersigned
(1) undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) These options vested in four equal annual installments, with the final vesting date being March 3, 2012.

These options vest in four equal annual installments with the first three vestings having occurred on March 2, 2010, March 2, 2011 and
(3) March 2, 2012. The subsequent vesting date is March 2, 2013. The exercise of this option with respect to 6,000 previously vested shares is being reported herein.

These options vest in four equal annual installments with the first vesting having occurred on August 4, 2012. The subsequent vesting
(4) dates are August 4, 2013, August 4, 2014 and August 4, 2015. The exercise of this option with respect to 5,000 previously vested shares is being reported herein.

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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