GOLFSMITH INTERNATIONAL HOLDINGS INC
Form 4
July 24, 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 *
LESSER MARVIN E

(Last) (First) (Middle)

GOLFSMITH INTERNATIONAL, HOLDINGS, INC., 11000 NORTH IH-35

(Street)

AUSTIN, TX 78753

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GOLFSMITH INTERNATIONAL HOLDINGS INC [GOLF]

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Units	$ 0	07/24/2012		(1)	D		2,480	11/30/2006	11/30/2016	Common Stock	2,480
Restricted Stock Units	$ 0	07/24/2012		(1)	D		3,557	05/10/2007	05/10/2017	Common Stock	3,557
Restricted Stock Units	$ 0	07/24/2012		(1)	D		2,542	08/28/2007	08/28/2017	Common Stock	2,542
Restricted Stock Units	$ 0	07/24/2012		(1)	D		18,100	05/09/2008	05/09/2018	Common Stock	18,100
Restricted Stock Units	$ 0	07/24/2012		(1)	D		15,000	05/21/2009	05/21/2019	Common Stock	15,000
Restricted Stock Units	$ 0	07/24/2012		(1)	D		15,000	05/07/2010	05/07/2020	Common Stock	15,000
Restricted Stock Units	$ 0	07/24/2012		(1)	D		8,081	05/02/2011	05/02/2021	Common Stock	8,081

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LESSER MARVIN E GOLFSMITH INTERNATIONAL, HOLDINGS, INC. 11000 NORTH IH-35 AUSTIN, TX 78753	X			

Signatures

/s/ Marvin E Lesser	07/24/2012
**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) Shares tendered by the reporting person on July 24, 2012 pursuant to the Agreement and Plan of Merger among Golfsmith International Holdings, Inc., Golf Town USA Holdings Inc. and Major Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Golf Town dated May 11, 2012.

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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