

ROSENTHAL JEFFRY O

Form 4

March 21, 2018

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 *
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)

2700 MILAN COURT

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/19/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CEO and President

(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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share ⁽¹⁾	03/19/2018		M	2,525 A (2)	\$ 0 85,228	D	
Common stock, par value \$0.01 per share	03/19/2018		F	824 D	\$ 0 84,404	D	

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

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 information contained in this form are not**

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 (9-02)

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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 (1)	\$ 0	03/19/2018		M			2,525	03/19/2018	(1)	Common Stock	2,525
Restricted stock units (3)	\$ 0	03/20/2018		A		5,475		03/16/2020	(3)	Common Stock	5,475

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENTHAL JEFFRY O 2700 MILAN COURT BIRMINGHAM, AL 35211	X		CEO and President	

Signatures

/s/ Jeffry O
Rosenthal 03/21/2018

**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 2005 Incentive Plan. Performance certified achieved by Issuer's Compensation Committee. Units convert to common stock on the third anniversary of the date of grant of 3/19/2013. These shares do not expire.

(2) Each RSU is the economic equivalent of one share of Issuer's common stock. The reporting person has settled the RSUs for stock.

(3) Performance-based RSU award under 2015 Equity Incentive Plan. Performance certified achieved by Issuer's Compensation Committee on 3/20/2018. Units convert to common stock on the third anniversary of the date of grant 3/16/2017. These shares do not expire; however, they will forfeit if service criteria is not met.

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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