

Johnson Albert C
Form 4
March 21, 2013

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 *
Johnson Albert C

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)
03/19/2013

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share ⁽²⁾ | 03/19/2013 | | A | 462 ⁽³⁾ | A \$ 0 2,462 | D | |
| Common Stock, par value \$0.01 per share | 03/20/2013 | | M | 2,000 | A \$ 14 4,462 | D | |
| Common Stock, par | 03/20/2013 | | S | 2,000 | D \$ 54.6852 2,462 | D | |

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value (1)
 \$0.01 per
 share

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 (2) | \$ 0 | 03/19/2013 | | A | 1,388 (3) | (4) (4) | Common Stock 1,388 |
| Stock Options, right to buy | \$ 14 | 03/20/2013 | | M | 2,000 | 03/14/2008 03/14/2018 | Common Stock 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Albert C 451 INDUSTRIAL LANE BIRMINGHAM, AL 35211 | X | | | |

Signatures

/s/ Albert C
 Johnson 03/21/2013

**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).

- Sales price represents the average price of the sales transactions. The shares sold between a sales price of \$54.61 and \$54.78. The reporting person undertakes to provide Hibbett Sports, Inc., any security holder of Hibbett Sports, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate sales price within the range set forth in footnote (1) of this Form 4.
- (1) Sales price represents the average price of the sales transactions. The shares sold between a sales price of \$54.61 and \$54.78. The reporting person undertakes to provide Hibbett Sports, Inc., any security holder of Hibbett Sports, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate sales price within the range set forth in footnote (1) of this Form 4.
 - (2) Annual equity award to Directors under the 2012 Non-Employee Director Equity Plan (NEDEP); Under NEDEP, Directors can choose form(s) of equity. Reporting person chose annual equity award in the forms of the Issuer's common stock and restricted stock units.
 - (3) The Board of Directors of the Issuer adopted an annual grant value of equity to each independent Director of \$100,000. Grant based on Issuer stock price at date of grant of \$54.06.
 - (4) Reporting person elected vesting dates on the first and second anniversaries of the date of grant. There is no expiration date.

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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