

GameStop Corp.
Form 4
February 03, 2011

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 *
RIGGIO LEONARD

(Last) (First) (Middle)

**C/O GAMESTOP CORP., 625
WESTPORT PARKWAY**

(Street)

GRAPEVINE, TX 76051

(City) (State) (Zip)

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

GameStop Corp. [GME]

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

02/01/2011

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) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
Class A Common Stock, par value \$0.001 per share	02/01/2011		G ⁽¹⁾	V 1,000,000 D \$ 0	3,626,521 (2)	D (2)	
Class A Common Stock, par value \$0.001 per share	02/01/2011		S	500,000 D \$ (3) 20.8425	3,126,521 (2)	D (2)	

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Class A
Common
Stock, par value
\$0.001
per share

02/02/2011

S 1,000,000 D

\$ 19.9155 (4) 2,126,521 (2) D (2)

Class A
Common
Stock, par value
\$0.001
per share

02/03/2011

S 1,508,497 D

\$ 19.4837 (5) 618,024 (2) D (2)

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 Own 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
RIGGIO LEONARD C/O GAMESTOP CORP. 625 WESTPORT PARKWAY GRAPEVINE, TX 76051	X

Signatures

/s/ Leonard
Riggio

02/03/2011

__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) Gift of 1,000,000 shares to The Riggio Foundation.

(2) Of these shares, 605,424 shares are owned indirectly in a rabbi trust established by Barnes & Noble, Inc. for the benefit of the Reporting Person.

(3) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$20.53 to \$21.11, inclusive. The reporting person undertakes to provide to GameStop Corp., any security holders of GameStop Corp. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.

(4) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$19.75 to \$20.40, inclusive. The reporting person undertakes to provide to GameStop Corp., any security holders of GameStop Corp. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 4 to this Form 4.

(5) The price reported in Column 4 is a weighted average share price. These shares were sold in multiple transactions at prices ranging from \$19.20 to \$20.16, inclusive. The reporting person undertakes to provide to GameStop Corp., any security holders of GameStop Corp. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 5 to this Form 4.

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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