

MILLER STEVEN G
Form 4
May 16, 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 *
MILLER STEVEN G

2. Issuer Name and Ticker or Trading Symbol
BIG 5 SPORTING GOODS CORP
[BGFV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/14/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Director, President & CEO

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

(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

EL SEGUNDO, CA 90245

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, par value \$.01 | 05/14/2013 | | M | 30,000 | D | \$ 4.82 | 67,291 D |
| Common Stock, par value \$.01 | 05/14/2013 | | M | 10,000 | D | \$ 8.95 | 77,291 D |
| Common Stock, par value \$.01 | 05/14/2013 | | S | 40,000 | D | \$ 21.75 <u>(1)</u> | 37,291 D |

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Common
Stock, par
value \$.01 05/15/2013 M 5,000 D \$ 8.95 42,291 D

Common
Stock, par
value \$.01 05/15/2013 S 5,000 D \$
22.397 37,291 D
(2)

Common
Stock, par
value \$.01 770,000 I

By the
Steven G.
Miller and
Jacquelyne
G. Miller
Trust dated
September
13, 1990

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

**Persons who respond to the collection of
information contained in this form are not
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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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 4.82 | 05/14/2013 | | M | 30,000 | (3) 03/02/2019 | Common Stock, par value \$.01 | 30,000 | |
| Employee Stock Option (right to buy) | \$ 8.95 | 05/14/2013 | | M | 10,000 | (4) 03/03/2018 | Common Stock, par value \$.01 | 10,000 | |
| Employee Stock Option | \$ 8.95 | 05/15/2013 | | M | 5,000 | (4) 03/03/2018 | Common Stock, par value | 5,000 | |

(right to
buy)

\$.01

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER STEVEN G C/O BIG 5 SPORTING GOODS CORPORATION 2525 EAST EL SEGUNDO BLVD EL SEGUNDO, CA 90245 | X | | Director, President & CEO | |

Signatures

Gary S. Meade,
Attorney-In-Fact

05/16/2013

__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).

(1) Represents the weighted average sale price for multiple transactions at prices ranging from \$21.28 to \$22.098 per share. The undersigned 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) Represents the weighted average sale price for multiple transactions at prices ranging from \$22.38 to \$22.44 per share. The undersigned 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.

(3) These options were granted on March 2, 2009, and vested in four equal installments, with the final vesting date being March 2, 2013.

(4) These options were granted on March 3, 2008, and vested in four equal installments, with the final vesting date being March 3, 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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