

Clark Boyd O
 Form 4
 November 09, 2012

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 *
 Clark Boyd O

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior VP, Buying

(Last) (First) (Middle)
 C/O BIG 5 SPORTING GOODS CORPORATION, 2525 EAST EL SEGUNDO BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/07/2012

EL SEGUNDO, CA 90245
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, par value \$.01 | 11/07/2012 | | M | | 2,500 | A | \$ 8.95 42,807 | D |
| Common Stock, par value \$.01 | 11/07/2012 | | M | | 6,000 | A | \$ 4.82 48,807 | D |
| Common Stock, par value \$.01 | 11/07/2012 | | M | | 5,000 | A | \$ 7.63 53,807 | D |

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Common Stock, par value \$.01 11/07/2012 S 13,500 D \$ 13.66 40,307 D (1)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 8.95 | 11/07/2012 | | M | 2,500 | <u>(2)</u> 03/03/2018 | Common Stock, par value \$.01 | 2,500 |
| Employee Stock Option (right to buy) | \$ 4.82 | 11/07/2012 | | M | 6,000 | <u>(3)</u> 03/02/2019 | Common Stock, par value \$.01 | 6,000 |
| Employee Stock Option (right to buy) | \$ 7.63 | 11/07/2012 | | M | 5,000 | <u>(4)</u> 08/04/2021 | Common Stock, par value \$.01 | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Boyd O C/O BIG 5 SPORTING GOODS CORPORATION | | | Senior VP, | |

2525 EAST EL SEGUNDO BLVD
EL SEGUNDO, CA 90245

Buying

Signatures

GARY S.
MEADE

11/08/2012

 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).
Represents the weighted average sale price for multiple transactions at prices ranging from \$13.64 to \$13.67 per share. The undersigned
(1) 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) These options vested in four equal annual installments, with the final vesting date being March 3, 2012.
These options vest in four equal annual installments with the first three vestings having occurred on March 2, 2010, March 2, 2011 and
(3) March 2, 2012. The subsequent vesting date is March 2, 2013. The exercise of this option with respect to 6,000 previously vested shares is being reported herein.
These options vest in four equal annual installments with the first vesting having occurred on August 4, 2012. The subsequent vesting
(4) dates are August 4, 2013, August 4, 2014 and August 4, 2015. The exercise of this option with respect to 5,000 previously vested shares is being reported herein.

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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