

PRYOR CATHY E
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 *
PRYOR CATHY E

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

(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP of Operations

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common stock, par value \$0.01 per share ⁽¹⁾	03/19/2018		M	A (2)	\$ 0	20,300	D
Common stock, par value \$0.01 per share	03/19/2018		F	D	\$ 0	19,800	D

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 <u>(1)</u>	\$ 0	03/19/2018		M		03/19/2018	<u>(1)</u>	Common Stock	1,400
Restricted stock units <u>(3)</u>	\$ 0	03/20/2018		A		03/16/2020	<u>(3)</u>	Common Stock	3,175

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRYOR CATHY E 2700 MILAN COURT BIRMINGHAM, AL 35211			Senior VP of Operations	

Signatures

/s/ Cathy E
Pryor

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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