HIBBETT SPORTS INC

Form 4 March 30, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PRYOR CATHY E Issuer Symbol HIBBETT SPORTS INC [HIBB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 451 INDUSTRIAL LANE 03/28/2011 below) VP of Operations (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BIRMINGHAM, AL 35211 Person

(City)	(State)	(Zip) Table	e I - Non-Do	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y 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) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$.01 per share (1)	03/28/2011		M	3,402	A	\$ 30.78	5,111	D	
Common Stock, par value \$.01 per share	03/28/2011		F	1,104	D	\$ 30.78	4,007	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 orDerivative 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 Unit	\$ 0 (2)	03/28/2011		M		3,402	<u>(1)</u>	<u>(1)</u>	Common Stock	3,402
Restricted Stock Unit	\$ 0	03/28/2011		A	10,900		(3)	<u>(4)</u>	Common Stock	10,900

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

PRYOR CATHY E 451 INDUSTRIAL LANE BIRMINGHAM, AL 35211

VP of Operations

Signatures

/s/ Cathy E. 03/30/2011 Pryor

**Signature of Date
Reporting Person

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).
- Performance-based RSU award under Amended 2005 Equity Incentive Plan. Three year cliff vesting from date of grant upon achievement of performance criteria. Grant date 3/18/2008; Vest date 3/18/2011; performance certified achieved by Compensation Committee on
- of performance criteria. Grant date 3/18/2008; vest date 3/18/2011; performance certified achieved by Compensation Committee on 3/28/2011. No expiration date as service and performance criteria have been achieved. Price of securities is equivalent to the closing price as of the vest date.
- (2) Each RSU is the economic equivalent of one share of company common stock. The reporting person has settled the RSUs for stock.
- (3) Performance-based RSU award under Amended 2005 Equity Incentive Plan. Five year cliff vesting from date of grant upon achievement of performance criteria. Grant date 3/17/2010; performance certified achieved by Compensation Committee on 3/28/2011.

(4)

Reporting Owners 2

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These shares do not expire; however, they will be forfeited if the service criteria is not met; cliff vest at 100% on the fifth anniversary of the date of grant of 3/17/2010.

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