SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

MILLER STEVEN G

(Last)   (First)   (Middle)

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

(Street)

EL SEGUNDO   CA   90245

(City)   (State)   (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2021

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Chairman, President and CEO

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

X	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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.01								51,854	D	
Common Stock, par value $.01	11/15/2021		S		21,885	D	$35.71[1]	520,000	I	By the Steven G. Miller and Jacquelyne G. Miller Trust dated September 13, 1990
Common Stock, par value $.01	11/15/2021		S		10,000	D	$40.15[2]	510,000	I	By the Steven G. Miller and Jacquelyne G. Miller Trust dated September 13, 1990
Common Stock, par value $.01	11/15/2021		S		10,000	D	$41.01[3]	500,000	I	By the Steven G. Miller and Jacquelyne G. Miller Trust dated September 13, 1990
Common Stock, par value $.01	11/15/2021		S		30,000	D	$35.25[4]	294,232	I	By Robert W. and Florence Miller Family Partners, L.P.
Common Stock, par value $.01	11/15/2021		S		10,000	D	$40.36[5]	284,232	I	By Robert W. and Florence Miller Family Partners, L.P.

<table>
<tr><td colspan="13" align="center">**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**</td></tr>
<tr>
<td rowspan="2">1. Title of Security (Instr. 3)</td>
<td rowspan="2">2. Transaction Date (Month/Day/Year)</td>
<td rowspan="2">2A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td colspan="2">3. Transaction Code (Instr. 8)</td>
<td colspan="3">4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</td>
<td rowspan="2">5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</td>
<td rowspan="2">6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td rowspan="2">7. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td>Code</td>
<td>V</td>
<td>Amount</td>
<td>(A) or (D)</td>
<td>Price</td>
</tr>
<tr>
<td>Common Stock, par value $.01</td>
<td>11/15/2021</td>
<td></td>
<td>S</td>
<td></td>
<td>10,000</td>
<td>D</td>
<td>$41.01[6]</td>
<td>274,232</td>
<td>I</td>
<td>By Robert W. and Florence Miller Family Partners, L.P.</td>
</tr>
</table>

<table>
<tr><td colspan="16" align="center">**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)</td></tr>
<tr>
<td rowspan="2">1. Title of Derivative Security (Instr. 3)</td>
<td rowspan="2">2. Conversion or Exercise Price of Derivative Security</td>
<td rowspan="2">3. Transaction Date (Month/Day/Year)</td>
<td rowspan="2">3A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td colspan="2">4. Transaction Code (Instr. 8)</td>
<td colspan="2">5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</td>
<td colspan="2">6. Date Exercisable and Expiration Date (Month/Day/Year)</td>
<td colspan="2">7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</td>
<td rowspan="2">8. Price of Derivative Security (Instr. 5)</td>
<td rowspan="2">9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</td>
<td rowspan="2">10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</td>
<td rowspan="2">11. Nature of Indirect Beneficial Ownership (Instr. 4)</td>
</tr>
<tr>
<td>Code</td>
<td>V</td>
<td>(A)</td>
<td>(D)</td>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Title</td>
<td>Amount or Number of Shares</td>
</tr>
</table>

Explanation of Responses:

1. Represents the weighted average sale price for multiple transactions at prices ranging from $35.45 to $35.85 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 $40.00 to $40.46 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. Represents the weighted average sale price for multiple transactions at prices ranging from $41.00 to $41.08 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.

4. Represents the weighted average sale price for multiple transactions at prices ranging from $35.07 to $35.56 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.

5. Represents the weighted average sale price for multiple transactions at prices ranging from $40.10 to $40.61 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.

6. Represents the weighted average sale price for multiple transactions at prices ranging from $41.00 to $41.11 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.

Remarks:

IAN LANDGREEN, ATTORNEY-IN-FACT | 11/17/2021

** Signature of Reporting Person | Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.