SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

| 1. Name and Address of Reporting Person* | | | 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) | | | | |
|---|---------|-------|---|--|--|-----------------------|--|--|
| DANHAKL JOHN G (Last) (First) (Middle) 11111 SANTA MONICA BOULEVARD SUITE 2000 | | | | Х | Director | 10% Owner | | |
| | | () | 3. Date of Earliest Transaction (Month/Day/Year) 08/03/2004 | | Officer (give title below) | Other (specify below) | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Filing (Check Applicable | | | |
| (Street) | | | | X | Form filed by One Re | eporting Person | | |
| LOS ANGE | LES CA | 90025 | | | Form filed by More th Person | nan One Reporting | | |
| (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) | Transaction Code (Instr. | | Disposed Of (D) (Instr. 3, 4 and | | | 5. Amount of Securities Beneficially Owned Following | Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|-----------------------------|---|----------------------------------|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Director Stock Option (right to buy) | \$22 | 08/03/2004 | | A | | 10,000 | | (1) | 08/03/2014 | Common Stock, par value \$.01 per share | 10,000 | (2) | 10,000 | D | |

Explanation of Responses:

1. The options vest in four (4) equal annual installments, commencing on August 3, 2005.

2. The options were acquired pursuant to a stock option grant under the Company's 2002 Stock Incentive Plan.

/s/ John G. Danhakl

08/05/2004 Date

** Signature of Reporting Person

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.