

Fishman Steven S
 Form 4
 March 08, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Fishman Steven S

2. Issuer Name and Ticker or Trading Symbol
 BIG LOTS INC [BIG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 300 PHILLIPI ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/06/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO & President

COLUMBUS, OH 43228

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 | | | |
| Common Stock | 03/06/2013 | | D ⁽¹⁾ | 240,000 D \$ 0 | 257,788 | D | |
| Common Stock | | | | | 240,020 | I | By grantor retained annuity trust ⁽²⁾ |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fishman Steven S 300 PHILLIPI ROAD COLUMBUS, OH 43228 | X | | Chairman, CEO & President | |

Signatures

Joseph Y. Heuer, Attorney-in-fact for Steven S. Fishman
Date: 03/08/2013

__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) On March 6, 2012, the reporting person received a performance-based restricted stock award consisting of 240,000 shares of BIG common stock ("2012 Award"). The 2012 Award vested if Big Lots, Inc. ("Big Lots") achieved a corporate performance measure during Big Lots' 2012 fiscal year. On March 6, 2013, Big Lots' Board of Directors certified that the corporate performance measure was not achieved and the 2012 Award was forfeited.

(2) On November 17, 2010, the reporting person contributed 210,058 shares of BIG common stock and to a grantor retained annuity trust ("2010 GRAT") for the benefit of himself and his heirs and, on February 19, 2013, 63,713 shares of BIG common stock were distributed as an annuity from the 2010 GRAT to the reporting person. On July 14, 2011, the reporting person contributed 143,875 shares of BIG common stock to a grantor retained annuity trust ("2011 GRAT") for the benefit of himself and his heirs and, on July 25, 2012, 50,200 shares of BIG common stock were distributed as an annuity from the 2011 GRAT to the reporting person. The 113,913 shares of BIG common stock which were distributed to the reporting person as an annuity under 2010 GRAT and the 2011 GRAT continue to be reported on this Form 4 as directly owned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.