

HANAKA MARTIN E
Form 4
July 24, 2012

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 *
HANAKA MARTIN E

2. Issuer Name and Ticker or Trading Symbol
GOLFSMITH INTERNATIONAL HOLDINGS INC [GOLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

GOLFSMITH INTERNATIONAL HOLDINGS, INC., 11000 N. IH-35

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman and CEO

AUSTIN, TX 78753

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 07/24/2012 | (1) | D | | 161,609 | D | \$ 6.1 |
| | | | | | 0 | | 0 |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
| Restricted Stock Units | \$ 0 | 07/24/2012 | <u>(1)</u> | D | | 1,902 | | 04/02/2007 | 04/02/2017 | Common Stock | 1,902 |
| Restricted Stock Units | \$ 0 | 07/24/2012 | <u>(1)</u> | D | | 14,227 | | 05/10/2007 | 05/10/2017 | Common Stock | 14,227 |
| Restricted Stock Units | \$ 0 | 07/24/2012 | <u>(1)</u> | D | | 100,000 | | 03/07/2008 | 03/07/2018 | Common Stock | 100,000 |
| Restricted Stock Units | \$ 0 | 07/24/2012 | <u>(1)</u> | D | | 45,249 | | 05/09/2008 | 05/09/2018 | Common Stock | 45,249 |
| Restricted Stock Units | \$ 0 | 07/24/2012 | <u>(1)</u> | D | | 50,000 | | 05/07/2013 | 05/10/2020 | Common Stock | 50,000 |
| Restricted Stock Units | \$ 0 | 07/24/2012 | <u>(1)</u> | D | | 8,167 | | 04/04/2015 | 04/04/2022 | Common Stock | 8,167 |
| Stock Option (right to buy) | \$ 2.32 | 07/24/2012 | <u>(1)</u> | D | | 1,000,000 | | 06/13/2013 | 06/13/2018 | Common Stock | 1,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HANAKA MARTIN E GOLFSMITH INTERNATIONAL HOLDINGS, INC. 11000 N. IH-35 AUSTIN, TX 78753 | | | Chairman and CEO | |

Signatures

/s/ Martin E.
Hanaka

07/24/2012

**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).

Shares tendered by the reporting person on July 24, 2012 pursuant to the Agreement and Plan of Merger among Golfsmith International Holdings, Inc., Golf Town USA Holdings Inc. and Major Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of Golf Town dated May 11, 2012.

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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