

GOVE SUE
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 *
GOVE SUE

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

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, COO and CFO

(Street)

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

AUSTIN, TX 78753

(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) Code V Amount (D) Price			
Common Stock	07/24/2012	(1)	D	88,815 D \$ 6.1	0	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)

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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	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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	\$ 0	07/24/2012	<u>(1)</u>	D	30,000	05/07/2013	05/07/2020	Common Stock	30,000
Restricted Stock Units	\$ 0	07/24/2012	<u>(1)</u>	D	4,638	04/04/2015	04/04/2022	Common Stock	4,638
Stock Option (right to buy)	\$ 2.5	07/24/2012	<u>(1)</u>	D	200,000	09/29/2013	09/29/2018	Common Stock	200,000
Stock Option (right to buy)	\$ 1.13	07/24/2012	<u>(1)</u>	D	100,000	05/15/2014	05/15/2019	Common Stock	100,000
Stock Option (right to buy)	\$ 4.16	07/24/2012	<u>(1)</u>	D	30,000	02/25/2016	02/25/2021	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOVE SUE GOLFSMITH INTERNATIONAL HOLDINGS, INC., 11000 N. IH-35 AUSTIN, TX 78753			President, COO and CFO	

Signatures

/s/ Sue E. Gove 07/24/2012
 **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).
- (1)

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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. 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.