

Hogan Michael P
Form 4
February 26, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hogan Michael P

(Last) (First) (Middle)

C/O GAMESTOP CORP., 625
WESTPORT PARKWAY

(Street)

GRAPEVINE, TX 76051

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GameStop Corp. [GME]

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

02/22/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Strat. Bus. & Brand Dev.

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 or Disposed of (A) or (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)
Class A Common Stock, par value \$0.001 per share	11/14/2012		G	V 2,000	D \$ 0	43,658.023	D
Class A Common Stock, par value \$0.001 per share	02/22/2013		A	12,090 (1)	A \$ 0	55,748.023	D

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Class A
Common
Stock, par
value 02/22/2013 A 12,090⁽¹⁾ A \$ 0 67,838.023 D
\$0.001 per
share

Class A
Common
Stock, par
value 02/22/2013 A 12,090⁽²⁾ A \$ 0 79,928.023 D
\$0.001 per
share

Class A
Common
Stock, par
value 02/22/2013 A 60,440⁽³⁾ A \$ 0 140,368.023 D
\$0.001 per
share

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

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 control number.

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(9-02)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 24.82	02/22/2013		A	42,210	<u>(4)</u> 02/21/2023	Class A Common Stock	42,210

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Hogan Michael P
C/O GAMESTOP CORP.
625 WESTPORT PARKWAY
GRAPEVINE, TX 76051

EVP, Strat. Bus. & Brand Dev.

Signatures

/s/ Michael P.

Hogan

02/26/2013

__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) Grant of restricted shares vesting in equal annual installments on February 22 of each of the years 2014 through 2016, subject to the achievement of certain performance targets.
- (2) Grant of restricted shares vesting on February 22, 2016, subject to the achievement of performance target.
- (3) Grant of restricted shares vesting on February 22, 2016.
- (4) Grant of stock option vesting in equal annual installments on February 22 of each of the years 2014 through 2016.

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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