Edgar Filing: BURRUS ROBERT L JR - Form 4

	ROBERT L JR							
Form 4 December 2	22 2010							
FOR	ЛЛ						PPROVAL	
	UNITED			AND EXCHANGE , D.C. 20549	COMMISSION	OMB Number:	3235-0287	
if no lo subject Section Form 4	to SIAIE N 16.	VNERSHIP OF Expires: 20 Estimated average burden hours per response						
Form 5 obligati may co <i>See</i> Inst 1(b).	ions Section 17((a) of the Public	Utility Hol	ne Securities Exchan Iding Company Act t Company Act of 1	of 1935 or Sectio			
(Print or Type	e Responses)							
	Address of Reporting ROBERT L JR	Symb	ol	d Ticker or Trading GOODS INC [SFD]	5. Relationship o Issuer			
(Last)	(First) (e of Earliest T		(Chee	ck all applicabl	e)	
C/O 200 C	OMMERCE STR		h/Day/Year))/2010		X_ Director 10% Owner Officer (give title Other (specify below)			
	(Street)		Amendment, D Month/Day/Yea	-	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
SMITHFI	ELD, VA 23430				Person	More than One R	eporting	
(City)	(State)	(Zip) T	able I - Non-	Derivative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	Securities I Beneficially (Owned (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount (D) Price				
Reminder: Re	eport on a separate line	e for each class of s	ecurities bene	information cont required to respo	or indirectly. pond to the collec ained in this form ond unless the for ntly valid OMB cor	are not m	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities Acquired	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of		

number.

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Derivative Security			(D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	<u>(1)</u>	12/20/2010	А		1,013.0721		(2)	<u>(2)</u>	common stock	1,013.07

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
BURRUS ROBERT L JR C/O 200 COMMERCE STREET SMITHFIELD, VA 23430	Х			
Signatures				
\s\Michael H. Cole, as attorney-in-fact	1	2/22/2010		
<u>**</u> Signature of Reporting Person		Date		
Evalenction of Deer				

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) 1 for 1

The phantom stock becomes payable in shares of Company common stock upon termination of service as a director either in a lump sum or in annual installments over a period of at least two years and not more than ten years as per the director's deferral election.

(2) Or in annual instantients over a period of at least two years and not more than ten years as per the director's deternal election.
 Notwithstanding the foregoing, after termination of service, the phantom stock may, at the election of the director, be converted into one or more "deemed investments" approved by the Company's Nominating and Governance Committee.

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.