

HANAKA MARTIN E
Form 4
May 07, 2009

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 NORTH IH-35

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Chairman of the Board

(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)	Price		
				Code	V	Amount	

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.

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy) ⁽¹⁾	\$ 2.32	05/05/2009		A	V	800,000 ⁽¹⁾	⁽²⁾ 06/13/2018	Common Stock	800,000 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANAKA MARTIN E GOLFSMITH INTERNATIONAL HOLDINGS, INC. 11000 NORTH IH-35 AUSTIN, TX 78753	X		CEO, Chairman of the Board	

Signatures

/s/ R. Scott Wood, Attorney-in-fact 05/06/2009

⁽¹⁾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).

Represents options previously granted to the reporting person by the Board of Golfsmith International Holdings, Inc. (the "Company") on (1) June 13, 2008, but subject to shareholder approval of an increase in the number of shares available for grant under the Company's 2006 Incentive Compensation Plan. Such shareholder approval was obtained at the Annual Meeting of Stockholders held on May 5, 2009.

(2) The option vests and becomes exercisable in four equal annual installments beginning on June 16, 2010, subject to earlier vesting in full in limited circumstances specified in the award agreement.

Represents the total number of options previously granted to the reporting person by the Board of the Company on June 13, 2008. This total includes, in addition to the options described in (1) above, options to purchase an additional 200,000 shares not requiring shareholder (3) approval. Such options possess the same exercise price and expiration date as the options described in (1) above and vest on June 16, 2009, subject to earlier vesting in full in limited circumstances specified in the award agreement. Such options were separately reported on a Form 4, dated 3/23/2009, for the reporting person.

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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