

BOOKS A MILLION INC

Form 4

July 18, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ANDERSON CLYDE B

(Last) (First) (Middle)

BOOKS A MILLION INC, 402
INDUSTRIAL LANE

(Street)

BIRMINGHAM, AL 35211

(City) (State) (Zip)

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

BOOKS A MILLION INC [BAMM]

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

07/16/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title ☐ Other (specify
below) below)
Executive Chairman / See remarks below.

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value per share	07/16/2012		J	1,591,739	A (1) \$ 3.15 (2)	1,834,786	D
Common Stock, \$0.01 par value per share	07/16/2012		J	1,591,739	D (1) \$ 3.15 (2)	0	I
Common Stock,					46,000	I	By the Clyde B. Anderson 2012 GRAT
							By The Clyde and

\$0.01 par
value per
share

Summer
Anderson
Foundation

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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON CLYDE B BOOKS A MILLION INC 402 INDUSTRIAL LANE BIRMINGHAM, AL 35211	X	X	Executive Chairman	See remarks below.

Signatures

/s/ Clyde B.
Anderson 07/18/2012

**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).
- (1) On July 16, 2012, the reporting person, as settlor of the Clyde B. Anderson 2012 GRAT (the "GRAT"), received from the GRAT 1,591,739 shares of the Common Stock, par value \$0.01 per share (the "Common Stock"), of the Issuer, which shares had previously

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been transferred by the reporting person to the GRAT, in exchange for assets of equal value. As a result, these 1,591,739 shares of the Common Stock are now beneficially directly owned by the reporting person.

- (2) For purposes of the transaction described herein, the price was determined by calculating the average of the high (\$3.19) and low (\$3.12) trading prices on July 16, 2012, the effective day of the transaction.

Remarks:

The reporting person may be deemed to be a member of a "group" (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934).

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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