

Edgar Filing: MILLER ROBERT WILLIAM - Form SC 13G/A

MILLER ROBERT WILLIAM
Form SC 13G/A
November 24, 2004

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1) (1)

BIG 5 SPORTING GOODS CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

08915P 10 1

(CUSIP Number)

DECEMBER 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Robert W. Miller

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Number of 5. SOLE VOTING POWER 0
Shares

Beneficially 6. SHARED VOTING POWER 571,549
Owned by

Each 7. SOLE DISPOSITIVE POWER 0
Reporting

Person 8. SHARED DISPOSITIVE POWER 571,549
With

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
571,549

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.5% based on 22,672,627 shares of Common Stock outstanding as of
October 29, 2004, as reported by the Issuer in its Quarterly Report on
Form 10-Q for the quarterly period ended September 26, 2004.

12. TYPE OF REPORTING PERSON
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1. NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Florence H. Miller

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Number of Shares Beneficially Owned by Each Reporting Person With

5.	SOLE VOTING POWER	0
6.	SHARED VOTING POWER	571,549
7.	SOLE DISPOSITIVE POWER	0
8.	SHARED DISPOSITIVE POWER	571,549

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
571,549

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.5% based on 22,672,627 shares of Common Stock outstanding as of October 29, 2004, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 26, 2004.

12. TYPE OF REPORTING PERSON
IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1.

(a) NAME OF ISSUER:

Big 5 Sporting Goods Corporation

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE

2525 East El Segundo Boulevard, El Segundo,
California 90245

ITEM 2.

(a) NAME OF PERSONS FILING:

This Statement on Schedule 13G is being filed pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended, by Robert W. Miller and Florence H. Miller (the "Reporting Persons").

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(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of each of the Reporting Persons is c/o
Big 5 Sporting Goods Corporation, 2525 East El
Segundo Boulevard, El Segundo, California 90245

(c) CITIZENSHIP:

Each of the Reporting Persons is a citizen of the
United States of America.

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.01 per share ("Common
Stock")

(e) CUSIP NUMBER:

08915P 10 1

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR
240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) [] Broker or dealer registered under section 15 of the Act
(15 U.S.C. 78o).
- (b) [] Bank as defined in section 3(a)(6) of the Act
(15 U.S.C. 78c).
- (c) [] Insurance company as defined in section 3(a)(19) of the Act
(15 U.S.C. 78c).

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- (d) [] Investment company registered under section 8 of the
Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) [] An investment adviser in accordance with
Section 240.13d-1(b)(1)(ii)(E);
- (f) [] An employee benefit plan or endowment fund in accordance with
Section 240.13d-1(b)(1)(ii)(F);
- (g) [] A parent holding company or control person in accordance with
Section 240.13d-1(b)(1)(ii)(G);
- (h) [] A savings associations as defined in Section 3(b) of the
Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [] A church plan that is excluded from the definition of an
investment company under section 3(c)(14) of the
Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and

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percentage of the class of securities of the Issuer identified in Item 1.

- (a) Amount beneficially owned by each Reporting Person as of November 23, 2004: 571,549
- (b) Percent of class (based on 22,672,627 shares of Common Stock outstanding as of October 29, 2004, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 26, 2004): 2.5%
- (c) Number of shares, as of November 23, 2004, as to which each Reporting Person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 571,549
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 571,549

Of the shares beneficially owned by the Reporting Persons as of November 23, 2004, 147,317 shares are owned by the Robert W. and Florence H. Miller Family Trust dated January 11, 1991, as restated November 19, 1997, and 424,232 shares are owned by Robert

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W. and Florence H. Miller Family Partners, L.P. Each of the Reporting Persons is a trustee of the Robert W. and Florence H. Miller Family Trust and a general partner of Robert W. and Florence H. Miller Family Partners, L.P.

On November 21, 2003, the amended and restated stockholders agreement among Steven G. Miller, Big 5 Sporting Goods Corporation, Green Equity Investors, L.P. and Robert W. Miller, pursuant to which the Reporting Persons may have been deemed to share voting power over certain shares of Common Stock beneficially owned by Mr. Steven G. Miller and Green Equity Investors, L.P., expired pursuant to its terms. This agreement had been referenced in the Reporting Persons' initial Schedule 13G filing.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATIONS

Not applicable.

EXHIBITS

Exhibit 99.1 Agreement Regarding Joint Filing of Statements on Schedule 13G, incorporated by reference to Exhibit 99.1 to Schedule 13G filed by Robert W. Miller on January 31, 2003.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 24, 2004

(Date)

/s/ Robert W. Miller

Robert W. Miller

November 24, 2004

(Date)

/s/ Florence H. Miller

Florence H. Miller

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS.

(SEE 18 U.S.C. 1001)