

ANDERSON CHARLES C
Form 4
July 18, 2012

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 *
ANDERSON CHARLES C

2. Issuer Name and Ticker or Trading Symbol
BOOKS A MILLION INC [BAMM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
202 NORTH COURT ST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2012

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

See remarks below.

FLORENCE, AL 35630

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

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value per share | 07/16/2012 | | J | | 2,081,076 | A (1) | \$ 3.15 (2) | 2,081,076 | D | |
| Common Stock, \$0.01 par value per share | 07/16/2012 | | J | | 2,081,076 | D (1) | \$ 3.15 (2) | 0 | I | By the Charles C. Anderson 2012 GRAT |
| Common Stock, | | | | | | | | 14,111 (3) | I | By Spouse |

\$0.01 par value per share

Common Stock, \$0.01 par value per share

83,000 I

By the Charles C. Anderson Family Foundation

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)

| 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 CHARLES C 202 NORTH COURT ST FLORENCE, AL 35630 | | X | | See remarks below. |

Signatures

/s/ Martin R. Abroms, by Power of Attorney

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 Charles C. Anderson 2012 GRAT (the "GRAT"), received from the GRAT 2,081,076 shares of the Common Stock, par value \$0.01 per share (the "Common Stock"), of the Issuer, which shares had previously been transferred by the reporting person to the GRAT, in exchange for assets of equal value. As a result, these 2,081,076 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.
 - (3) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

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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