EDGAR Online

HHGREGG, INC.

Reported by

RULLMAN CHARLES P JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/17/11 for the Period Ending 06/02/11

Address	4151 EAST 96TH STREET INDIANAPOLIS, IN 46240
Telephone	317-848-8710
CIK	0001396279
Symbol	HGG
Fiscal Year	03/31

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2011, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
RULLMAN CHARLES P JR (Last) (First) (Middle)	**hhgregg, Inc. [HGG]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
11100 SANTA MONICA BLVD., SUITE 1900 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **6/2/2011**	
LOS ANGELES, CA 90025 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to purchase common stock	**$14.20**	**6/2/2011**		**A**		**7000**		(1)	**6/2/2018**	**Common Stock**	**7000**	**$0**	**7000**	**D**	
Restricted Stock Units	(2)	**6/2/2011**		**A**		**1400**		(3)	(3)	**Common Stock**	**1400**	**$0**	**1400**	**D**	

Explanation of Responses:

(1) 1/3 of the options will become exercisable on 6/2/2012, 1/3 of the options will become exercisable on 6/2/2013, and 1/3 of the options will become exercisable on 6/2/2014.

(2) Each restricted stock unit represents a contingent right to receive one share of common stock

(3) The restricted stock units vest on 6/2/2014. Vested shares will be issued to the reported person on 6/2/2014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RULLMAN CHARLES P JR **11100 SANTA MONICA BLVD.** **SUITE 1900** **LOS ANGELES, CA 90025**	**X**			

Signatures

Andy Giesler, Attorney-in-fact	**6/17/2011**
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.